

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

In re:

)
) Chapter 11
)

BCBG MAX AZRIA GLOBAL HOLDINGS,
LLC, *et al.*,¹

) Case No. 17-10466 (SCC)
)

Debtors.

) (Jointly Administered)
)
)

NOTICE OF FILING OF FIRST AMENDMENT TO PLAN SUPPLEMENT

PLEASE TAKE NOTICE that on July 12, 2017, BCBG Max Azria Global Holdings, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”), in accordance with and pursuant to the *Amended Joint Plan of Reorganization of BCBG Max Azria Global Holdings, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”)² caused to be filed with United States Bankruptcy Court for the Southern District of New York (the “Court”) the Debtors’ Plan Supplement [Docket No. 523].

PLEASE TAKE FURTHER NOTICE THAT the Debtors filed the first amendment to the Plan Supplement with the Court on July 25, 2017 (the “First Amended Plan Supplement”). The First Amended Plan Supplement contains the following documents (each as defined in the Plan):

Exhibit A: Schedule of Assumed Executory Contracts and Unexpired Leases

Exhibit A-1: Redline

Exhibit C: Identity and terms of compensation of the Plan Administrator

Exhibit E: Wind Down Budget

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **July 25, 2017, at 9:00 a.m.** prevailing Eastern Time, before the Honorable Shelley C. Chapman, in the

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 Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Disclosure Statement.

United States Bankruptcy Court for the Southern District of New York, located at One Bowling Green, New York, New York 10004-1408.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Plan, the Plan Supplement, the Amended Plan Supplement, or related documents, you should contact Donlin, Recano & Company, Inc., the voting and claims agent retained by the Debtors in these chapter 11 cases (the "Voting and Claims Agent"), by: (a) calling the Debtors' restructuring hotline at (866) 406-2290; (b) visiting the Debtors' restructuring website at: <https://www.donlinrecano.com/bcbg>; and/or (c) writing to Donlin, Recano & Company, Inc., Attn: BCBG Max Azria Global Holdings, LLC Ballot Processing, c/o Donlin, Recano & Company, Inc., 6201 15th Avenue, Brooklyn, NY 11219. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

Dated: July 25, 2017

/s/ Joshua A. Sussberg

Joshua A. Sussberg, P.C.

Christopher Marcus, P.C.

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- and -

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Schedule of Assumed Executory Contracts and Unexpired Leases

This schedule includes Executory Contracts and Unexpired Leases the Debtors currently contemplate assuming (or assuming and assigning) pursuant to Article V.A of the Plan. The Debtors' review and analysis remains ongoing and they reserve the right to amend this schedule as set forth in Article V of the Plan.

	Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
1	Clear Vision Optical Company, Inc.	Second Renewal of and Amendment to the Manufacturing Licensing Agreement dated as of January 1, 2013		Marquee Brands, LLC
2	2761 Fruitland Avenue, L.L.C.*	Real Property Lease (Corporate Offices)	\$ 189,145	GBG USA INC.
3	4701 Santa Fe Avenue, L.L.C.**	Real Property Lease (Distribution Center)	\$ 172,985	GBG USA INC.
4	CPG Partners, L.P.	Real Property Lease (Store 415, Central Valley, NY)	\$ 52,680	GBG USA INC.
5	The Retail Property Trust	Real Property Lease (Store 616, Atlanta, GA)	\$ 37,237	GBG USA INC.
6	Fashion Valley Mall, LLC	Real Property Lease (Store 624, San Diego, CA)	\$ 55,376	GBG USA INC.
7	HG Galleria I, II, III L.P.	Real Property Lease (Store 628, Houston, TX)	\$ 112,750	GBG USA INC.
8	Sherman Oaks Fashion Associates, LP	Real Property Lease (Store 672, Sherman Oaks, CA)	\$ 2,534	GBG USA INC.
9	738 Lincoln Road, LLC	Real Property Lease (Store 676, Miami Beach, FL)	\$ 75,889	GBG USA INC.
10	Westfield Topanga Owner LLC	Real Property Lease (Store 705, Canoga Park, CA)	\$ 24,975	GBG USA INC.
11	CP Commercial Delaware, LLC	Real Property Lease (Store 765, Westlake, OH)	\$ 19,889	GBG USA INC.
12	JRA HHF VENTURE, LLC	Real Property Lease (Store 727, Pembroke Pines, FL)	\$ 221	GBG USA INC.
13	Twelve Oaks Mall, LLC	Real Property Lease (Store 762, Novi, MI)	\$ 28,852	GBG USA INC.
14	La Cienega Partners, LP	Real Property Lease (Store 764, Los Angeles, CA)	\$ 79,565	GBG USA INC.
15	Tampa Westshore Associates Limited Partnership	Real Property Lease (Store 761, Tampa, FL)	\$ 47,142	GBG USA INC.
16	Somerset Collection Limited Partnership	Real Property Lease (Store 617, Troy MI)	\$ 91,305	GBG USA INC.
17	Forbes Taubman Orlando, L.L.C.	Real Property Lease (Store 667, Orlando, FL)	\$ 62,521	GBG USA INC.
18	Aventura Mall Venture	Real Property Lease (Store 707, Aventura, FL)	\$ 77,820	GBG USA INC.
19	Beachwood Place Mall, LLC	Real Property Leases (Store 627 and Storage Space, Beachwood, OH)	\$ 10,011	GBG USA INC.
20	PES Partners, LLC	Real Property Lease (Store 715, El Segundo, CA)	\$ 22,792	GBG USA INC.
21	Judith Halevi d/b/a Halevi Ventures	Real Property Lease (Store 373, New York, NY)	\$ 81,464	GBG USA INC.
22	The Irvine Company LLC	Real Property Lease (Store 611, Newport Beach, CA)		GBG USA INC.
23	The Shops and Garage at Canal Place L.L.C.	Real Property Lease (Store 633, New Orleans, LA)		GBG USA INC.
24	Green 461 Fifth Lessee LLC	Real Property Lease (Store 735, New York, NY)		GBG USA INC.
25	CPG Partners, L.P.	Real Property Lease (Store 401, Cabazon, CA)		GBG USA INC.
26	CPG Partners, L.P.	Real Property Lease (Store 405, Camarillo, CA)		GBG USA INC.
27	San Marcos Premium Outlets II	Real Property Lease (Store 414, San Marcos, TX)		GBG USA INC.
28	Chelsea Orlando Development, LP	Real Property Lease (Store 421, Orlando, FL)		GBG USA INC.
29	Chelsea Allen Development, L.P.	Real Property Lease (Store 425, Allen, TX)		GBG USA INC.
30	Orlando Outlet Owner, LLC	Real Property Lease (Store 448, Orlando, FL)		GBG USA INC.
31	International Gateway Associates, LLC	Real Property Lease (Store 452, San Ysidro, CA)		GBG USA INC.
32	Sunrise Mills (MLP), LP	Real Property Lease (Store 474, Sunrise, FL)		GBG USA INC.
33	Simon/Chelsea Las Vegas Development, LLC	Real Property Lease (Store 489, Las Vegas, NV)		GBG USA INC.
34	Livermore Premium Outlets, LLC	Real Property Lease (Store 512, Livermore, CA)		GBG USA INC.
35	Westchester Mall, LLC	Real Property Lease (Store 607, White Plains, NY)		GBG USA INC.
36	King of Prussia Associates	Real Property Lease (Store 610, King of Prussia, PA)		GBG USA INC.
37	Galleria Mall Investors, LP	Real Property Lease (Store 614, Dallas, TX)		GBG USA INC.
38	The Retail Property Trust	Real Property Lease (Store 620, Garden City, NY)		GBG USA INC.
39	The Town Center at Boca Raton Trust	Real Property Lease (Store 649, Boca Raton, FL)		GBG USA INC.
40	SPG Center, LLC	Real Property Lease (Store 664, Palo Alto, CA)		GBG USA INC.
41	The Domain Shopping Center LP	Real Property Lease (Store 712, Austin, TX)		GBG USA INC.
42	ABQ Uptown, LLC	Real Property Lease (Store 716, Albuquerque, NM)		GBG USA INC.
43	Forum Shops, LLC	Real Property Lease (Store 748, Las Vegas, NV)		GBG USA INC.
44	Simon Property Group (Texas), LP	Real Property Lease (Store 749, McAllen, TX)		GBG USA INC.
45	SDG Fashion Mall LP	Real Property Lease (Store 702, Indianapolis, IN)		GBG USA INC.
46	Shopping Center Associates	Real Property Lease (Store 743, Edison, NJ)		GBG USA INC.

Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
47 Bloomingdale's Inc.	Department License Agreement dated as of July 19, 2004, as amended by that certain Amendment to Department License Agreement dated as of September 18, 2008, as further amended by that certain Second Amendment to Department License Agreement dated as of May 13, 2009, as further amended by that certain Third Amendment to Department License Agreement dated as of February 27, 2012, as further amended by that certain Fourth Amendment to Department License Agreement dated as of February 5, 2013, as further amended by that certain Fifth Amendment to Department License Agreement dated as of June 17, 2013, as further amended by that certain Sixth Amendment to Department License Agreement dated as of September 24, 2013, as supplemented by that certain Letter Agreement dated as of December 19, 2013, as further amended by that certain Seventh Amendment to Department License Agreement dated as of May 21, 2014, as further amended by that certain Eighth Amendment to Department License Agreement dated as of August 2014, as further amended by that certain Ninth Amendment to Department License Agreement dated as of November 24, 2015, and as further amended by that certain Tenth Amendment to Department License Agreement dated as of October 12, 2016. (Partnership Agreement)		GBG USA INC.
48 Bloomingdale's By Mail, Ltd., (d/b/a Bloomingdales.com)	Merchandise Supply Agreement		GBG USA INC.
49 The Higbee Company, Dillard's Inc., Dillard Store Services, Inc., Dillard's Dollars, Inc., Dillard Tennessee Operating Limited Partnership, Dillard Texas, LLC, SI Shopping Center Lessors, L.P., Condev Nevada, Inc., Dillard International, Inc., D-Serf Company, LLC, U.S. Alpha, Inc., Dillard Investment Co., Inc., Construction Developers, Incorporated	Restated Master License Agreement dated as of May 3, 2009, as amended December 26, 2013. (Partnership Agreement)		GBG USA INC.
50 Lord & Taylor, LLC	Lord & Taylor Licensed Department Agreement, dated as of 2004, as amended by that Addendum to Licensed Department Agreement (Agreement for Internet Sales), dated May 2010, and as further amended by that Amendment to Lord & Taylor Licensed Department Agreement, dated June 1, 2010. (Partnership Agreement)		GBG USA INC.
51 Macy's Retail Holdings, Inc.	Department License Agreement, dated as of October 3, 2003, as amended on November 25, 2005, as further amended June 28, 2010, as further amended October 10, 2012, as further amended April 22, 2013, as further amended February 23, 2015, as further amended June 19, 2015, and as further amended January 21, 2016. (Partnership Agreement)	\$ 125,215	GBG USA INC.
52 Hudson's Bay Company	Licensed Department Agreement, dated as of October 1, 2012. (Partnership Agreement)	\$ -	GBG USA INC.
53 West Coast Distribution, Inc.	Warehousing and Distribution Agreement, dated as of June 6, 2016 (Other)	\$ -	GBG USA INC.
54 Climatec LLC	Avigilon Electronic Security and Safety System Statement of Work, dated September 8, 2015 (Other)	\$ -	GBG USA INC.
55 2Link	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
56 Atlassian	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
57 Bluecore, Inc.	Statement of Work, dated as of March 31, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.

	Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
58	Borderfree, Inc.	Services Agreement, dated as of December 31, 2013 (E-Commerce Agreement)	\$ 511	GBG USA INC.
59	Demandware, Inc.	Master Subscription and Services Agreement, dated as of March 11, 2015, as amended and supplemented (E-Commerce Agreement)	\$ 518,886	GBG USA INC.
60	Fonts.com	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
61	Narvar Software	Renewal to Software as Services Agreement, dated April 1, 2017 (E-Commerce Agreement)	\$ 30,000	GBG USA INC.
62	PowerReviews, Inc.	Master Agreement and Service Order dated September 21, 2015 (E-Commerce Agreement)	\$ 33,750	GBG USA INC.
63	Priority Fulfillment Services, Inc.	Transaction Management Services Agreement, dated as of May 16, 2012, as supplemented and amended (E-Commerce Agreement)	\$ -	GBG USA INC.
64	Qubit Inc.	Qubit Sales Order Form, dated as of March 31, 2016, as amended March 30, 2017	\$ 53,941	GBG USA INC.
65	Rakuten Marketing LLC	Master Services Agreement, dated as of April 4, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
66	Shopper, Inc.	Participation Agreement, dated April 15, 2016	\$ 65,030	GBG USA INC.
67	Tealium, Inc.	Service Order, dated as of April 24, 2017 (E-Commerce Agreement)	\$ 10,125	GBG USA INC.
68	Yext, Inc.	Master Subscription Agreement, dated as of April 28, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
69	Adobe	Annual services - no contract (IT Agreement)	\$ -	GBG USA INC.
70	Aptos, Inc.	Master Agreement, dated as of July 20, 2015, as amended (IT Agreement)	\$ 36,000	GBG USA INC.
71	Comm Vault Systems	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
72	Concrete Media Limited	Customer Agreement, dated as of June 1, 2014 (IT Agreement)	\$ 32,000	GBG USA INC.
73	Dropbox	Order Form, dated April 5, 2017 (IT Agreement)	\$ -	GBG USA INC.
74	Fortinet (Optiv)	Subscription to Fortigate Threat Management - non contract (IT Agreement)	\$ -	GBG USA INC.
75	Gerber Technology	Service Agreement, dated as of March 9, 2011 (IT Agreement)	\$ 57,901	GBG USA INC.
76	Gerber Technology	Software Loan Agreement, dated as of November 27, 2012 (IT Agreement)	included above	GBG USA INC.
77	GSI US, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
78	Industry Retail Group	Monthly services - no contract (IT Agreement)	\$ -	GBG USA INC.
79	Intercall (West)	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
80	Iron Mountain Records Management, Inc.	Records Management and Service Agreement, dated as of December 14, 2000 (IT Agreement)	\$ 227,363	GBG USA INC.
81	Key Information Systems, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
82	Login Consulting Services, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
83	Microsoft Corporation	Enterprise Enrollment, by and between BCBG Max Azria Group, LLC (IT Agreement)	\$ 14,080	GBG USA INC.
84	Microsoft Corporation	SQL server subscription - no contract (IT Agreement)	\$ -	GBG USA INC.
85	NuOrder	Custom Development for Integration, dated April 12, 2006 (IT Agreement)	\$ 19,867	GBG USA INC.
86	NuOrder	SOW - Custom Development for Integration, dated as of September 15, 2016 (IT Agreement)	included above	GBG USA INC.
87	Open Text	Monthly subscription services - no contract (IT Agreement)	\$ -	GBG USA INC.
88	Oracle America	Oracle Cloud Services Agreement and Amendment One, dated as of November 25, 2014, as supplemented by Oracle Responsys Coupon Code Solution, dated March 19, 2015 (IT Agreement)	\$ 160,010	GBG USA INC.
89	Oracle America	Torex Master Services Agreement dated as of August 10, 2008 (IT Agreement)	\$ 65,224	GBG USA INC.

	Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
90	Pinnacle Systems	Agreement to provide services - no contract (IT Agreement)	\$ 4,785	GBG USA INC.
91	Processweaver, Inc.	Software License and Maintenance Agreement, dated as of September 10, 2013 (IT Agreement)	\$ 14,300	GBG USA INC.
92	Quantum Corporation	Agreement to provide services - no contract (IT Agreement)	\$ 2,832	GBG USA INC.
93	Qwest Communications Company (Centurylink)	Total Advantage Agreement, dated May 1, 2015, as subsequently amended from time to time and renamed Centurylink Total Advantage Agreement (IT Agreement)	\$ 194,512	GBG USA INC.
94	SAP Retail, Inc. and SAP Industries, Inc.	Software License Agreement, dated August 16, 2007, as supplemented (IT Agreement)	\$ -	GBG USA INC.
95	Symantec (Optiv)	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
96	Unicom	Temporary license - no contract (IT Agreement)	\$ -	GBG USA INC.
97	Velocity Technology Solutions, Inc.	Master Agreement, dated May 22, 2015 (IT Agreement)	\$ 83,572	GBG USA INC.
98	Velocity Technology Solutions, Inc.	Amended and Restated Master Agreement, dated June 12, 2015 (IT Agreement)	included above	GBG USA INC.
99	Velocity Technology Solutions, Inc.	Mutual Non-disclosure Agreement, dated December 19, 2014 (IT Agreement)	included above	GBG USA INC.
100	Velocity Technology Solutions, Inc.	Mutual Non-disclosure Agreement, dated July 13, 2015 (IT Agreement)	included above	GBG USA INC.
101	Velocity Technology Solutions, Inc.	Service Description 005, dated May 22, 2015 (IT Agreement)	included above	GBG USA INC.
102	Verizon Business Services	Master Service Order Form to the US Services Agreement, dated as of April 24, 2015 (IT Agreement)	\$ 11,172	GBG USA INC.
103	Verizon Wireless	Agreement to provide services (Multiple Retail store data lines) no contract (IT Agreement)	\$ 23,927	GBG USA INC.
104	Zones, Inc.	Statement of Work, dated July 27, 2016 (IT Agreement)		GBG USA INC.
105	Zones, Inc.	Statement of Work, dated September 16, 2014 (IT Agreement)		GBG USA INC.

* The Debtors are assuming as amended pursuant to that certain Sixth Amendment to Commercial Lease, dated as of July 24, 2017, by and between 2761 Fruitland Avenue, L.L.C., BCBG Max Azria Group, LLC, and GBG USA Inc. Cure amount does not include certain amounts that the Debtors have agreed to pay pursuant to the lease amendment.

** The Debtors are assuming as amended pursuant to that certain Amendment to Amended and Restated Commercial Lease, dated as of July 24, 2017, by and between 4701 Santa Fe Avenue, L.L.C., BCBG Max Azria Group, LLC, and GBG USA Inc. Cure amount does not include certain amounts that the Debtors have agreed to pay pursuant to the lease amendment.

Exhibit A-1

Redline

EXHIBIT A

	Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
1	Clear Vision Optical Company, Inc.	Second Renewal of and Amendment to the Manufacturing Licensing Agreement dated as of January 1, 2013	\$ —	Marquee Brands, LLC
2	SBBG, LLC, Signal Brands, LLC	License Agreement, dated as of February 17, 2017	\$ —	Marquee Brands, LLC
3	GBG USA Inc.	License Agreement dated as of March 30, 2017	\$ —	Marquee Brands, LLC
4	Fashion Funding, LLC, GLAC Holdings, LLC, and the Members and Stockholders party thereto	Contribution Agreement dated as of January 26, 2015	\$ —	Marquee Brands, LLC
5	2761 Fruitland Avenue, L.L.C.	Real Property Lease (Corporate Offices)	\$ 207,924 <u>189,145</u>	GBG USA INC.
6	4701 Santa Fe Avenue, L.L.C.	Real Property Lease (Distribution Center)	\$ 154,206 <u>172,985</u>	GBG USA INC.
7	Judith Halevi d/b/a Halevi Ventures	Real Property Lease (Store 373, New York, NY)	\$ 81,464	GBG USA INC.
8	CPG Partners, L.P.	Real Property Lease (Store 415, Central Valley, NY)	\$ 51,022 <u>52,680</u>	GBG USA INC.
9	The Irvine Company LLC	Real Property Lease (Store 611, Newport Beach, CA)	\$ —	GBG USA INC.
10	The Retail Property Trust	Real Property Lease (Store 616, Atlanta, GA)	\$ 54,064 <u>37,237</u>	GBG USA INC.
11	Somerset Collection Limited Partnership	Real Property Lease (Store 617, Troy MI)	\$ 75,832	GBG USA INC.
12	Fashion Valley Mall, LLC	Real Property Lease (Store 624, San Diego, CA)	\$ 54,617 <u>55,376</u>	GBG USA INC.
13	Beachwood Place Mall, LLC	Real Property Lease (Store 627, Beachwood, OH)	\$ 334	GBG USA INC.
14	HG Galleria I, II, III L.P.	Real Property Lease (Store 628, Houston, TX)	\$ 41,327 <u>112,750</u>	GBG USA INC.
15	The Shops and Garage at Canal Place L.L.C.	Real Property Lease (Store 633, New Orleans, LA)	\$ —	GBG USA INC.
16	Forbes Taubman Orlando, L.L.C.	Real Property Lease (Store 667, Orlando, FL)	\$ 51,904	GBG USA INC.
17	Sherman Oaks Fashion Associates, LP	Real Property Lease (Store 672, Sherman Oaks, CA)	\$ 2,534	GBG USA INC.
18	738 Lincoln Road, LLC	Real Property Lease (Store 676, Miami Beach, FL)	\$ 73,649 <u>75,889</u>	GBG USA INC.
19	Westfield Topanga Owner LLC	Real Property Lease (Store 705, Canoga Park, CA)	\$ 26,518 <u>24,975</u>	GBG USA INC.
11	<u>CP Commercial Delaware, LLC</u>	<u>Real Property Lease (Store 765, Westlake, OH)</u>	<u>\$</u> <u>19,889</u>	<u>GBG USA INC.</u>
12	<u>JRA HHF VENTURE, LLC</u>	<u>Real Property Lease (Store 727, Pembroke Pines, FL)</u>	<u>\$</u> <u>221</u>	<u>GBG USA INC.</u>
13	<u>Twelve Oaks Mall, LLC</u>	<u>Real Property Lease (Store 762, Novi, MI)</u>	<u>\$</u> <u>28,852</u>	<u>GBG USA INC.</u>
14	<u>La Cienega Partners, LP</u>	<u>Real Property Lease (Store 764, Los Angeles, CA)</u>	<u>\$</u> <u>79,565</u>	<u>GBG USA INC.</u>
15	<u>Tampa Westshore Associates Limited Partnership</u>	<u>Real Property Lease (Store 761, Tampa, FL)</u>	<u>\$</u> <u>47,142</u>	<u>GBG USA INC.</u>

<u>16</u>	<u>Somerset Collection Limited Partnership</u>	<u>Real Property Lease (Store 617, Troy MI)</u>	<u>\$ 91,305</u>	<u>GBG USA INC.</u>
<u>17</u>	<u>Forbes Taubman Orlando, L.L.C.</u>	<u>Real Property Lease (Store 667, Orlando, FL)</u>	<u>\$ 62,521</u>	<u>GBG USA INC.</u>
20 <u>18</u>	Aventura Mall Venture	Real Property Lease (Store 707, Aventura, FL)	\$ —	GBG USA INC.
<u>19</u>	<u>Beachwood Place Mall, LLC</u>	<u>Real Property Leases (Store 627 and Storage Space, Beachwood, OH)</u>	<u>\$ 10,011</u>	<u>GBG USA INC.</u>
21 <u>20</u>	PES Partners, LLC	Real Property Lease (Store 715, El Segundo, CA)	\$ 22,792	GBG USA INC.
22 <u>21</u>	JRA HHF VENTURE, LLC <u>Judith Halevi d/b/a Halevi Ventures</u>	Real Property Lease (Store 727, Pembroke Pines, FL <u>373, New York, NY</u>)	\$ — <u>-81,464</u>	GBG USA INC.
<u>22</u>	<u>The Irvine Company LLC</u>	<u>Real Property Lease (Store 611, Newport Beach, CA)</u>		<u>GBG USA INC.</u>
<u>23</u>	<u>The Shops and Garage at Canal Place L.L.C.</u>	<u>Real Property Lease (Store 633, New Orleans, LA)</u>		<u>GBG USA INC.</u>
23 <u>24</u>	Green 461 Fifth Lessee LLC	Real Property Lease (Store 735, New York, NY)	\$ —	GBG USA INC.
2	Tampa Westshore Associates Limited- Partnership	Real Property Lease (Store 761, Tampa, FL)	\$ 40,020	GBG USA INC.
2	Twelve Oaks Mall, LLC	Real Property Lease (Store 762, Novi, MI)	\$ 24,126	GBG USA INC.
5	CP Commercial Delaware, LLC	Real Property Lease (Store 765, Westlake, OH)	\$ 13,663	GBG USA INC.
2 <u>27</u> <u>25</u>	CPG Partners, L.P.	Real Property Lease (Store 401, Cabazon, CA)	\$ —	GBG USA INC.
28 <u>26</u>	CPG Partners, L.P.	Real Property Lease (Store 405, Camarillo, CA)	\$ —	GBG USA INC.
29 <u>27</u>	San Marcos Premium Outlets II	Real Property Lease (Store 414, San Marcos, TX)	\$ —	GBG USA INC.
30 <u>28</u>	Chelsea Orlando Development, LP	Real Property Lease (Store 421, Orlando, FL)	\$ —	GBG USA INC.
31 <u>29</u>	Chelsea Allen Development, L.P.	Real Property Lease (Store 425, Allen, TX)	\$ —	GBG USA INC.
32 <u>30</u>	Orlando Outlet Owner, LLC	Real Property Lease (Store 448, Orlando, FL)	\$ —	GBG USA INC.
33 <u>31</u>	International Gateway Associates, LLC	Real Property Lease (Store 452, San Ysidro, CA)	\$ —	GBG USA INC.
34 <u>32</u>	Sunrise Mills (MLP), LP	Real Property Lease (Store 474, Sunrise, FL)	\$ —	GBG USA INC.
35 <u>33</u>	Simon/Chelsea Las Vegas Development, LLC	Real Property Lease (Store 489, Las Vegas, NV)	\$ —	GBG USA INC.
36 <u>34</u>	Livermore Premium Outlets, LLC	Real Property Lease (Store 512, Livermore, CA)	\$ —	GBG USA INC.
37 <u>35</u>	Westchester Mall, LLC	Real Property Lease (Store 607, White Plains, NY)	\$ —	GBG USA INC.
38 <u>36</u>	King of Prussia Associates	Real Property Lease (Store 610, King of Prussia, PA)	\$ —	GBG USA INC.
39 <u>37</u>	Galleria Mall Investors, LP	Real Property Lease (Store 614, Dallas, TX)	\$ —	GBG USA INC.
40 <u>38</u>	The Retail Property Trust	Real Property Lease (Store 620, Garden City, NY)	\$ —	GBG USA INC.
41 <u>39</u>	The Town Center at Boca Raton Trust	Real Property Lease (Store 649, Boca Raton, FL)	\$ —	GBG USA INC.
42 <u>40</u>	SPG Center, LLC	Real Property Lease (Store 664, Palo Alto, CA)	\$ —	GBG USA INC.
43 <u>41</u>	The Domain Shopping Center LP	Real Property Lease (Store	\$ —	GBG USA INC.

4442	ABQ Uptown, LLC	712, Auston, TX)	—	
		Real Property Lease (Store	\$	GBG USA INC.
4543	Forum Shops, LLC	716, Albuquerque, NM)	—	
		Real Property Lease (Store	\$	GBG USA INC.
4644	Simon Property Group (Texas), LP	748, Las Vegas, NV)	—	
		Real Property Lease (Store	\$	GBG USA INC.
4745	SDG Fashion Mall LP	749, McAllen, TX)	—	
		Real Property Lease (Store	\$	GBG USA INC.
4846	Shopping Center Associates	702, Indianapolis, IN)	—	
		Real Property Lease (Store	\$	GBG USA INC.
4	La Cienega Partners, LP	743, Edison, NJ)	—	
9		Real Property Lease (Store	\$	GBG USA INC.
5047	Bloomingdale's Inc.	764, Los Angeles, CA)	73,813	
		Department License	\$	GBG USA INC.
		Agreement dated as of July	—	
		19, 2004, as amended by that		
		certain Amendment to		
		Department License		
		Agreement dated as of		
		September 18, 2008, as		
		further amended by that		
		certain Second Amendment		
		to Department License		
		Agreement dated as of May		
		13, 2009, as further amended		
		by that certain Third		
		Amendment to Department		
		License Agreement dated as		
		of February 27, 2012, as		
		further amended by that		
		certain Fourth Amendment		
		to Department License		
		Agreement dated as of		
		February 5, 2013, as further		
		amended by that certain		
		Fifth Amendment to		
		Department License		
		Agreement dated as of June		
		17, 2013, as further amended		
		by that certain Sixth		
		Amendment to Department		
		License Agreement dated as		
		of September 24, 2013, as		
		supplemented by that certain		
		Letter Agreement dated as of		
		December 19, 2013, as		
		further amended by that		
		certain Seventh Amendment		
		to Department License		
		Agreement dated as of May		
		21, 2014, as further amended		
		by that certain Eighth		
		Amendment to Department		
		License Agreement dated as		
		of August 2014, as further		
		amended by that certain		
		Ninth Amendment to		
		Department License		
		Agreement dated as of		
		November 24, 2015, and as		
		further amended by that		
		certain Tenth Amendment to		

48	Bloomingdale's By Mail, Ltd., (d/b/a Bloomingdales.com)	Department License Agreement dated as of October 12, 2016. (Partnership Agreement) Merchandise Supply Agreement	GBG USA INC.
51 49	The Higbee Company, Dillard's Inc., Dillard Store Services, Inc., Dillard's Dollars, Inc., Dillard Tennessee Operating Limited Partnership, Dillard Texas, LLC, SI Shopping Center Lessors, L.P., Condev Nevada, Inc., Dillard International, Inc., D-Serf Company, LLC, U.S. Alpha, Inc., Dillard Investment Co., Inc., Construction Developers, Incorporated	Restated Master License Agreement dated as of May 3, 2009, as amended December 26, 2013. (Partnership Agreement)	\$ — GBG USA INC.
52 50	Lord & Taylor, LLC	Lord & Taylor Licensed Department Agreement, dated as of 2004, as amended by that Addendum to Licensed Department Agreement (Agreement for Internet Sales), dated May 2010, and as further amended by that Amendment to Lord & Taylor Licensed Department Agreement, dated June 1, 2010. (Partnership Agreement)	\$ — GBG USA INC.
53 51	Macy's Retail Holdings, Inc.	Department License Agreement, dated as of October 3, 2003, as amended on November 25, 2005, as further amended June 28, 2010, as further amended October 10, 2012, as further amended April 22, 2013, as further amended February 23, 2015, as further amended June 19, 2015, and as further amended January 21, 2016. (Partnership Agreement)	\$ 125,215 GBG USA INC.
54 52	Hudson's Bay Company	Licensed Department Agreement, dated as of October 1, 2012. (Partnership Agreement)	\$ - GBG USA INC.
5 5	Attitude Concept Group, S.A. de C.V.	Distribution and Retail License Agreement, dated as of July 1, 2007, as amended July 30, 2009, July 14, 2010, February 1, 2012 and August 31, 2014. (Licensing and Distribution Agreement)	\$ — GBG USA INC.
5 6	Attitude Concept Group, S.A. de C.V.	Distribution and Retail License Agreement (BCBGeneration), dated as of February 1, 2011, as amended February 1, 2012	\$ — GBG USA INC.

5 7	Vinds Trading and Services Limited Liability Company	and March 2, 2016. Distribution and Retail License Agreement, dated as of February 1, 2015, as amended September 28, 2016.	\$ —	GBG USA INC.
5 8	Concept Development Trading	Retail License Agreement Second Renewal and Amendment, dated as of February 1, 2012	\$ —	GBG USA INC.
5 9	Concept Development Trading	Retail License Agreement Third Renewal and Amendment, dated as of February 1, 2016	\$ —	GBG USA INC.
6 0	Lineargroup Phils., Inc.	Retail License Agreement, dated as of February 1, 2012, as amended October 1, 2014	\$ —	GBG USA INC.
6 1	Los Tres S.A.	Retail License Agreement, dated as of April 25, 2014, as amended December 9, 2015 and July 20, 2016	\$ —	GBG USA INC.
6 2	Pribrand Group, S.A.	First Renewal of Retail License Agreement, dated February 1, 2013, as amended February 26, 2015 and November 1, 2016	\$ —	GBG USA INC.
6 3	PT Mitra Adiperkasa	Distribution and Retail License Agreement, dated August 1, 2010, as amended December 18, 2014 and October 30, 2015	\$ —	GBG USA INC.
6 4	Reliance Brands Ltd.	Retail License Agreement, dated April 3, 2013, as amended June 8, 2015	\$ —	GBG USA INC.
6 5	Reliance Brands Ltd.	Retail License Agreement (BCBGeneration), dated March 2013, as amended May 2014 and November 4, 2016	\$ —	GBG USA INC.
6 6	Retail Affair SAL	First Renewal of Retail License Agreement, dated February 1, 2016	\$ —	GBG USA INC.
6 7	RSH (Middle East) LLC	Retail License Agreement, dated September 2012, as amended September 22, 2016	\$ —	GBG USA INC.
6 8	Wing Tai Fashion SDN BHD (f/k/a DNP Fashion Sdn. Bhd.)	Retail License Agreement, dated February 1, 2011, as amended September 27, 2011, October 13, 2014, and July 19, 2016	\$ —	GBG USA INC.
6 9	Wing Tai Clothing Pte Ltd	Retail License Agreement, dated February 1, 2011, as amended July 19, 2016	\$ —	GBG USA INC.
<u>7053</u>	West Coast Distribution, Inc.	Warehousing and Distribution Agreement, dated as of June 6, 2016 (Other)	\$ -	GBG USA INC.
<u>7154</u>	Climatec LLC	Avigilon Electronic Security and Safety System Statement of Work, dated September 8, 2015 (Other)	\$ -	GBG USA INC.

<u>7255</u>	2Link	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
<u>7356</u>	Atlassian	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
<u>7457</u>	Bluecore, Inc.	Statement of Work, dated as of March 31, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
<u>7558</u>	Borderfree, Inc.	Services Agreement, dated as of December 31, 2013 (E-Commerce Agreement)	\$ 511	GBG USA INC.
<u>7659</u>	Demandware, Inc.	Master Subscription and Services Agreement, dated as of March 11, 2015, as amended and supplemented (E-Commerce Agreement)	\$ 518,886	GBG USA INC.
<u>7760</u>	Fonts.com	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
<u>7861</u>	Narvar Software	Renewal to Software as Services Agreement, dated April 1, 2017 (E-Commerce Agreement)	\$ 30,000	GBG USA INC.
<u>7962</u>	PowerReviews, Inc.	Master Agreement and Service Order dated September 21, 2015 (E-Commerce Agreement)	\$ 33,750	GBG USA INC.
<u>8063</u>	Priority Fulfillment Services, Inc.	Transaction Management Services Agreement, dated as of May 16, 2012, as supplemented and amended (E-Commerce Agreement)	\$ -	GBG USA INC.
<u>8164</u>	Qubit Inc.	Qubit Sales Order Form, dated as of March 31, 2016, as amended March 30, 2017	\$ 53,941	GBG USA INC.
<u>8265</u>	Rakuten Marketing LLC	Master Services Agreement, dated as of April 4, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
<u>8366</u>	Shopperrunner, Inc.	Participation Agreement, dated April 15, 2016	\$ 65,030	GBG USA INC.
<u>8467</u>	Tealium, Inc.	Service Order, dated as of April 24, 2017 (E-Commerce Agreement)	\$ 10,125	GBG USA INC.
<u>8568</u>	Yext, Inc.	Master Subscription Agreement, dated as of April 28, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
<u>8669</u>	Adobe	Annual services - no contract (IT Agreement)	\$ -	GBG USA INC.
<u>8770</u>	Aptos, Inc.	Master Agreement, dated as of July 20, 2015, as amended (IT Agreement)	\$ 36,000	GBG USA INC.
<u>8871</u>	Comm Vault Systems	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
<u>8972</u>	Concrete Media Limited	Customer Agreement, dated as of June 1, 2014 (IT Agreement)	\$ 32,000	GBG USA INC.
<u>9073</u>	Dropbox	Order Form, dated April 5, 2017 (IT Agreement)	\$ -	GBG USA INC.
<u>9174</u>	Fortinet (Optiv)	Subscription to Fortigate	\$ -	GBG USA INC.

9275	Gerber Technology	Threat Management - non contract (IT Agreement) Service Agreement, dated as of March 9, 2011 (IT Agreement)	\$ 57,901	GBG USA INC.
9376	Gerber Technology	Software Loan Agreement, dated as of November 27, 2012 (IT Agreement)	included above	GBG USA INC.
9477	GS1 US, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
9578	Industry Retail Group	Monthly services - no contract (IT Agreement)	\$ -	GBG USA INC.
9679	Intercall (West)	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
9780	Iron Mountain Records Management, Inc.	Records Management and Service Agreement, dated as of December 14, 2000 (IT Agreement)	\$ 227,363	GBG USA INC.
9881	Key Information Systems, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
9982	Login Consulting Services, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
+0083	Microsoft Corporation	Enterprise Enrollment, by and between BCBG Max Azria Group, LLC (IT Agreement)	\$ 14,080	GBG USA INC.
+0184	Microsoft Corporation	SQL server subscription - no contract (IT Agreement)	\$ -	GBG USA INC.
+0285	NuOrder	Custom Development for Integration, dated April 12, 2006 (IT Agreement)	\$ 19,867	GBG USA INC.
+0386	NuOrder	SOW - Custom Development for Integration, dated as of September 15, 2016 (IT Agreement)	included above	GBG USA INC.
+0487	Open Text	Monthly subscription services - no contract (IT Agreement)	\$ -	GBG USA INC.
+0588	Oracle America	Statement of Work, dated as of December 9, 2014 Oracle Cloud Services Agreement and Amendment One, dated as of November 25, 2014, as supplemented by Oracle Responsys Coupon Code Solution, dated March 19, 2015 (IT Agreement)	\$ 225,108 <u>160,010</u>	GBG USA INC.
89	Oracle America	Torax Master Services Agreement dated as of August 10, 2008 (IT Agreement)	\$ <u>65,224</u>	GBG USA INC.
+0690	Pinnacle Systems	Agreement to provide services - no contract (IT Agreement)	\$ 4,785	GBG USA INC.
+0791	Processweaver, Inc.	Software License and Maintenance Agreement, dated as of September 10,	\$ 14,300	GBG USA INC.

108 <u>92</u>	Quantum Corporation	2013 (IT Agreement) Agreement to provide services - no contract (IT Agreement)	\$ 2,832	GBG USA INC.
109 <u>93</u>	Qwest Communications Company (Centurylink)	Total Advantage Agreement, dated May 1, 2015, as subsequently amended from time to time and renamed Centurylink Total Advantage Agreement (IT Agreement)	\$ 194,512	GBG USA INC.
110 <u>94</u>	SAP Retail, Inc. and SAP Industries, Inc.	Software License Agreement, dated August 16, 2007, as supplemented (IT Agreement)	\$ -	GBG USA INC.
111 <u>95</u>	Symantec (Optiv)	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
112 <u>96</u>	Unicom	Temporary license - no contract (IT Agreement)	\$ -	GBG USA INC.
113 <u>97</u>	Velocity Technology Solutions, Inc.	Master Agreement, dated May 22, 2015 (IT Agreement)	\$ 83,572	GBG USA INC.
114 <u>98</u>	Velocity Technology Solutions, Inc.	Amended and Restated Master Agreement, dated June 12, 2015 (IT Agreement)	included above	GBG USA INC.
115 <u>99</u>	Velocity Technology Solutions, Inc.	Mutual Non-disclosure Agreement, dated December 19, 2014 (IT Agreement)	included above	GBG USA INC.
116 <u>100</u>	Velocity Technology Solutions, Inc.	Mutual Non-disclosure Agreement, dated July 13, 2015 (IT Agreement)	included above	GBG USA INC.
117 <u>101</u>	Velocity Technology Solutions, Inc.	Service Description 005, dated May 22, 2015 (IT Agreement)	included above	GBG USA INC.
118 <u>102</u>	Verizon Business Services	Master Service Order Form to the US Services Agreement, dated as of April 24, 2015 (IT Agreement)	\$ 11,385 <u>11,172</u>	GBG USA INC.
119 <u>103</u>	Verizon Wireless	Agreement to provide services (Multiple Retail store data lines) no contract (IT Agreement)	\$ 23,676 <u>23,927</u>	GBG USA INC.
120 <u>104</u>	Zones, Inc.	Statement of Work, dated July 27, 2016 (IT Agreement)	\$ -	GBG USA INC.
121 <u>105</u>	Zones, Inc.	Statement of Work, dated September 16, 2014 (IT Agreement)	\$ -	GBG USA INC.

Exhibit B

Schedule of Retained Causes of Action

[Previously Filed]

Exhibit C

Identity and Terms of Compensation of the Plan Administrator

The Committee, in consultation with the Debtors and the Tranche B Lenders, have designated David MacGreevey, a managing director of Zolfo Cooper, LLC (“Zolfo Cooper”), as the Plan Administrator. As of the date hereof, the proposed engagement terms are as follows:

- Fee Structure: Zolfo Cooper’s fees will be based on the actual hours expended at Zolfo Cooper’s standard hourly rates which are in effect when the services are rendered. Zolfo Cooper’s rates generally are revised semi-annually. The billing rates for Mr. MacGreevey and other professionals who may assist Mr. MacGreevey in connection with his appointment as Plan Administrator in effect as of July 1, 2017, are as follows:
 - Managing Directors: \$850–\$1,035
 - Professional Staff : \$305–\$850
 - Support Personnel: \$60–\$290

- Expenses: Zolfo Cooper will also be reimbursed for reasonable out-of-pocket expenses including, but not limited to, costs of travel, reproduction, legal counsel, any applicable state sales or excise taxes, and other direct expenses.

Exhibit D

Royalty Sharing Agreement

[Previously Filed]

Exhibit E

Wind Down Budget

BCBG Max Azria
Wind Down Budget
(\$USD, '000s)

	Closing	Forecast by Week									Forecast by Month			Total
	Closing Date	W/E Aug-5	W/E Aug-12	W/E Aug-19	W/E Aug-26	W/E Sep-2	W/E Sep-9	W/E Sep-16	W/E Sep-23	W/E Sep-30	October 4 Wks	November 4 Wks	December 5 Wks	
Wind Down Budget														
Liquidation Proceeds														
Cash Receipts	-	1,680	1,221	1,015	909	273	51	-	-	-	-	-	-	5,149
Liquidating Store Disbursements	-	(1,247)	(251)	(29)	(407)	(123)	(249)	-	(16)	-	(359)	-	-	(2,681)
Liquidation Fees and Expenses	-	(116)	(106)	(86)	(79)	(76)	(24)	(6)	-	-	-	-	-	(493)
Net Liquidation Proceeds:	-	318	863	900	423	74	(222)	(6)	(16)	-	(359)	-	-	1,974
Estate Wind Down Activities														
Accounts Receivable Collections	-	1,425	1,425	1,425	1,425	1,425	1,425	1,425	1,425	-	-	-	-	11,403
Corporate Payroll Costs	-	796	(796)	1,496	(1,171)	797	(1,122)	1,122	(903)	(219)	-	-	-	-
Operating Disbursements	800	-	-	-	-	(30)	-	-	-	(830)	50	-	-	(10)
Wind Down Professionals	-	-	-	-	-	(540)	-	-	-	(475)	(330)	(250)	(190)	(1,785)
Tax and Benefits Professional Services	-	-	-	-	-	(100)	-	-	-	-	(100)	(50)	(150)	(400)
Estate Wind Down Surplus:	800	2,222	629	2,922	254	1,552	303	2,548	522	(1,524)	(380)	(300)	(340)	9,208
Transaction Proceeds and Claims														
Residual Transaction Proceeds	23,681	-	-	-	-	-	-	-	-	-	-	-	-	23,681
Accrued Professional Fees - Escrow Funding	(11,628)	-	-	-	-	-	-	-	-	-	-	-	-	(11,628)
Claims and Cure Costs	(4,308)	-	-	-	-	-	-	-	-	-	-	-	-	(4,308)
Employee Liabilities	-	(3,974)	-	-	-	(1,458)	-	-	-	-	-	-	-	(5,432)
Total Transaction Proceeds and Claims:	7,745	(3,974)	-	-	-	(1,458)	-	-	-	-	-	-	-	2,313
Residual Liabilities														
Salary and Benefits Liabilities	-	(89)	(2,258)	(89)	(89)	(89)	(89)	(89)	(89)	(89)	(89)	-	-	(3,056)
Vendor Payables and Other Obligations	-	(716)	(716)	(716)	(716)	(2,316)	(716)	(716)	(716)	(75)	(350)	(350)	(375)	(8,478)
Total Transaction Proceeds and Claims:	-	(805)	(2,974)	(805)	(805)	(2,405)	(805)	(805)	(805)	(164)	(439)	(350)	(375)	(11,534)
Net Cash Flow	8,545	(2,240)	(1,481)	3,017	(128)	(2,237)	(723)	1,737	(299)	(1,688)	(1,178)	(650)	(715)	1,961
Estate Cash On-Hand														
Opening Cash Balance	-	8,545	6,305	4,824	7,841	7,714	5,477	4,753	6,491	6,192	4,504	3,326	2,676	-
Net Cash Flow	8,545	(2,240)	(1,481)	3,017	(128)	(2,237)	(723)	1,737	(299)	(1,688)	(1,178)	(650)	(715)	1,961
Closing Cash Balance:	8,545	6,305	4,824	7,841	7,714	5,477	4,753	6,491	6,192	4,504	3,326	2,676	1,961	1,961

Exhibit F

**The Transition Services Agreement Between the
OpCo Purchaser and the Post-Effective Date Debtors**

[Previously Filed]