

Joshua A. Sussberg, P.C.
Christopher Marcus, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

James H.M. Sprayregen, P.C.
Benjamin M. Rhode (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle Street
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Proposed Counsel to the Debtors and Debtors in Possession

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

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

**NOTICE OF FILING OF REVISED PROPOSED FINAL ORDER
(I) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO PAY
PREPETITION CLAIMS OF LIEN CLAIMANTS, IMPORT AND EXPORT
CLAIMANTS, AND 503(B)(9) CLAIMANTS AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on March 1, 2017, the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Claims of Lien Claimants, Import and Export Claimants, and 503(B)(9) Claimants and (II) Granting Related Relief* [Docket No. 8] (the “Motion”).

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.

PLEASE TAKE FURTHER NOTICE that on March 3, 2017, the Court entered the *Interim Order (I) Authorizing, But Not Directing, the Debtors to Pay Prepetition Claims of Lien Claimants, Import and Export Claimants, and 503(B)(9) Claimants and (II) Granting Related Relief* [Docket No. 71] (the “Interim Order”).

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file a revised proposed *Final Order (I) Authorizing, but Not Directing, the Debtors to Pay Prepetition Claims of Lien Claimants, Import and Export Claimants, and 503(B)(9) Claimants and (II) Granting Related Relief* attached hereto as **Exhibit A** (the “Revised Proposed Order”).

PLEASE TAKE FURTHER NOTICE THAT a comparison between the Revised Proposed Order and order filed with the Motion is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that, as a result of negotiations among all relevant parties, the Revised Proposed Order resolves all informal objections the Debtors have received to the relief requested by the Motion.

PLEASE TAKE FURTHER NOTICE that the hearing to consider approval of the Motion will be held before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, in Courtroom 623, One Bowling Green, New York, New York on **March 28, 2017, at 3:00 p.m.** (prevailing Eastern Time) or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases may be obtained free of charge by visiting the website of Donlin, Recano & Company, Inc. at <https://www.donlinrecano.com/bcbg>. You may also obtain copies of any pleadings by visiting the Court’s website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: March 27, 2017

/s/ Joshua A. Sussberg

Joshua A. Sussberg, P.C.

Christopher Marcus, P.C.

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Proposed Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Revised Proposed Order

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

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

**FINAL ORDER (I) AUTHORIZING, BUT NOT
DIRECTING, THE DEBTORS TO PAY PREPETITION CLAIMS
OF LIEN CLAIMANTS, IMPORT AND EXPORT CLAIMANTS,
AND 503(B)(9) CLAIMANTS AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”): (a) authorizing the Debtors to pay prepetition claims held by certain claimants in an amount not to exceed the Obligations Cap; and (b) granting related relief, all as more fully set forth in the Motion; and upon 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 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

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² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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 on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to pay all or part of, and discharge, on a case-by-case basis: (a) the Lien Charges in an aggregate amount not to exceed \$1.75 million, absent further order of the Court; (b) the Import/Export Charges in an aggregate amount not to exceed \$1.55 million, absent further order of the Court; and (c) the 503(b)(9) Claims (together with the Lien Charges and Import/Export Charges, the "Claims") in an aggregate amount not to exceed \$800,000, absent further order of the Court.
3. The Debtors shall maintain a matrix of amounts paid in accordance with this Order (the "Claims Matrix") and provide such matrix on a monthly basis to the Official Committee of Unsecured Creditors (the "Committee") professionals and counsel to the DIP Term Loan Agent; *provided, however* that the Committee's professionals shall keep the Claims Matrix confidential and shall not disclose any of the information in the matrix to anyone, including, but not limited to, any member of the Committee, without prior written consent of the Debtors; *provided, further* that the Debtors shall provide three days' notice to the Committee of all proposed payments in excess of \$100,000 pursuant to this Final Order (the "Noticed Payments"). The Debtors shall be authorized to make any such Noticed Payment unless the

Committee informs the Debtors in writing (including by electronic mail) prior to the date of the proposed payment that it does not consent to the Noticed Payment, without the need to file a formal objection with the Bankruptcy Court. Upon receipt of any such writing, the Debtors and the Committee shall attempt to resolve the issues surrounding such proposed Noticed Payment consensually. If no consensual resolution is reached by the date that is 14 days following delivery of the notice of the proposed Noticed Payment or distribution by the Debtors (the “Resolution Date”), the Committee may file a formal objection on the docket and any such objection shall be resolved by the Court at a hearing to be scheduled at the Court’s earliest convenience. If the Committee fails to file an objection within 2 business days of the Resolution Date, the Debtors shall be authorized to make the proposed Noticed Payment without further Court order.

4. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors’ right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors’ rights or the rights of any other Person under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such lien.

5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Lien Charge.

7. Notwithstanding anything to the contrary contained herein, (i) payments made by the Debtors pursuant to the authority granted in this Order must be in compliance with, and shall be subject to, the requirements imposed on the Debtors under the Debtors' postpetition financing agreements (the "DIP Agreements") and the terms and conditions of the interim and final orders, as applicable, approving the DIP Agreements and governing the Debtors' use of cash collateral (in either case, the "DIP Order"), and (ii) to the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the terms of the DIP Order shall control.

8. Notwithstanding the foregoing the Debtors are only authorized, but not obligated, to make payments that become due and payable in the ordinary course of business as such payments become due and payable in the ordinary course of business, subject to limitations set forth herein.

9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

New York, New York

Dated: _____, 2017

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

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

In re:)	Chapter 11
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC, <i>et al.</i> , ¹)	Case No. 17-10466 (←)(<u>SCC</u>)
Debtors.)	(Joint Administration Requested) (<u>Jointly Administered</u>)

**FINAL ORDER (I) AUTHORIZING, BUT NOT
DIRECTING, THE DEBTORS TO PAY PREPETITION CLAIMS
OF LIEN CLAIMANTS, IMPORT AND EXPORT CLAIMANTS,
AND 503(B)(9) CLAIMANTS AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of a final order (this “Final Order”):

(a) authorizing the Debtors to pay prepetition claims held by certain claimants in an amount not to exceed the Obligations Cap; and (b) granting related relief, all as more fully set forth in the Motion; and upon 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 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

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 used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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 on a final basis as set forth herein.

~~2.~~—The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to pay all or part of, and discharge, on a case-by-case basis; (a) the Lien Charges in an aggregate amount not to exceed \$1.75 million, absent further order of the Court;

~~3.2.~~ ~~The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to pay all or part of, and discharge, on a case-by-case basis;~~ (b) the Import/Export Charges in an aggregate amount not to exceed \$1.55 million, absent further order of the Court; and (c) the 503(b)(9) Claims (together with the Lien Charges and Import/Export Charges, the "Claims") in an aggregate amount not to exceed \$800,000, absent further order of the Court.

~~4.~~—~~The Debtors are authorized, but not directed, in the reasonable exercise of their business judgment, to pay all or part of, and discharge, on a case-by-case basis, the 503(b)(9) Claims in an aggregate amount not to exceed \$800,000, absent further order of the Court.~~

3. The Debtors shall maintain a matrix of amounts paid in accordance with this Order (the "Claims Matrix") and provide such matrix on a monthly basis to the Official Committee of Unsecured Creditors (the "Committee") professionals and counsel to the DIP

Term Loan Agent; provided, however that the Committee's professionals shall keep the Claims Matrix confidential and shall not disclose any of the information in the matrix to anyone, including, but not limited to, any member of the Committee, without prior written consent of the Debtors; provided, further that the Debtors shall provide three days' notice to the Committee of all proposed payments in excess of \$100,000 pursuant to this Final Order (the "Noticed Payments"). The Debtors shall be authorized to make any such Noticed Payment unless the Committee informs the Debtors in writing (including by electronic mail) prior to the date of the proposed payment that it does not consent to the Noticed Payment, without the need to file a formal objection with the Bankruptcy Court. Upon receipt of any such writing, the Debtors and the Committee shall attempt to resolve the issues surrounding such proposed Noticed Payment consensually. If no consensual resolution is reached by the date that is 14 days following delivery of the notice of the proposed Noticed Payment or distribution by the Debtors (the "Resolution Date"), the Committee may file a formal objection on the docket and any such objection shall be resolved by the Court at a hearing to be scheduled at the Court's earliest convenience. If the Committee fails to file an objection within 2 business days of the Resolution Date, the Debtors shall be authorized to make the proposed Noticed Payment without further Court order.

5.4. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any

prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) a waiver or limitation of the Debtors' rights or the rights of any other Person under the Bankruptcy Code or any other applicable law; or (g) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) satisfied pursuant to the Motion are valid, and the Debtors expressly reserve their rights to contest the extent, validity, or perfection or seek avoidance of all such lien.

6.5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

7.6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Lien Charge.

8.7. Notwithstanding anything to the contrary contained herein, (i) payments made by the Debtors pursuant to the authority granted in this Order must be in compliance with, and shall be subject to, the requirements imposed on the Debtors under the Debtors' postpetition financing agreements (the "DIP Agreements") and the terms and conditions of the interim and final orders, as applicable, approving the DIP Agreements and governing the Debtors' use of cash collateral (in either case, the "DIP Order"), and (ii) to the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the terms of the

DIP Order shall control.

8. Notwithstanding the foregoing the Debtors are only authorized, but not obligated, to make payments that become due and payable in the ordinary course of business as such payments become due and payable in the ordinary course of business, subject to limitations set forth herein.

9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

13. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

New York, New York

Dated: _____, 2017

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE