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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 (SCC)
)	
Debtors.)	(Jointly Administered)
)	

**APPELLANT’S DESIGNATION OF RECORD, STATEMENT OF ISSUES,
AND CERTIFICATE REGARDING TRANSCRIPTS PURSUANT TO
RULE 8009 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure, notice is hereby given that appellant Lubov Azria, by and through undersigned counsel, hereby designates the record and the issues presented on appeal and files this certificate regarding transcripts in connection with the *Notice of Appeal and Statement of Election*, dated May 9, 2017 [Bankr. Docket No. 376] (the “Main Case Notice of Appeal”). The Main Case Notice of Appeal seeks appellate review of the *Order Authorizing the Rejection of Lubov Azria’s Employment Agreement* [Bankr. Docket No. 374] (the “Rejection Order”), which was read into the record at the hearing held in the United States Bankruptcy Court for the Southern District of New York

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); BCBG MaxAzria International Holdings, Inc. (0977); Max Rave, LLC (9200); and MLA Multibrand Holdings, LLC (3854). The location of the Debtors’ service address is: 2761 Fruitland Avenue, Vernon, California 90058.

(the “Bankruptcy Court”) on April 24, 2017, signed by the Bankruptcy Court on May 8, 2017, and entered on the docket of the Bankruptcy Court on May 9, 2017. Appellant is both a party-in-interest in the above-captioned jointly administered chapter 11 cases (the “Chapter 11 Cases”) of BCBG Max Azria Global Holdings, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) and a plaintiff in the adversary proceeding styled *Azria vs. BCBG Max Azria Global Holdings, LLC*, Adv. Proc. No. 17-01040 (SCC) (Bankr. S.D.N.Y.) (the “Adversary Proceeding”), and is concurrently appealing from an order entered in the Adversary Proceeding.

I. DESIGNATION OF ITEMS FOR RECORD ON APPEAL

Appellant hereby designates the following items (inclusive of all exhibits and attachments thereto) for the record on appeal:

Filing Date	Designation No.	Case or Adv. Pro No.	Docket No.	Description
03/01/2017	1	17-10466	3	Declaration of Holly Felder Etlin, Chief Restructuring Officer of BCBG Max Azria Global Holdings, LLC, (I) in Support of Debtors’ Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2
03/14/2017	2	17-10466	137	Debtor BCBG Max Azria Group, LLC’s Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria’s Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement Is Subject to 11 U.S.C. § 502(b)(7)

Filing Date	Designation No.	Case or Adv. Pro No.	Docket No.	Description
03/21/2017	3	17-10466	182	The Azrias' Opposition to Debtors' Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement Is Subject to 11 U.S.C. § 502(b)(7)
03/21/2017	4	17-10466	183	Adversary Complaint for Declaratory Judgment
03/21/2017	5	17-01040	1	Adversary Complaint for Declaratory Judgment
03/24/2017	6	17-01040	2	Summons and Notice of Pretrial Conference in an Adversary Proceeding
03/24/2017	7	17-10466	197	Debtor BCBG Max Azria Group, LLC's Reply to the Azrias' Objection to Debtors' Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement Is Subject to 11 U.S.C. § 502(b)(7)
03/24/2017	8	17-10466	199	Ex Parte Motion of Debtor BCBG Max Azria Group, LLC, Pursuant to Section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018, for an Order Authorizing Them to File Under Seal Certain Sensitive Information

Filing Date	Designation No.	Case or Adv. Pro No.	Docket No.	Description
03/24/2017	9	17-10466	202	Declaration of Holly Felder Etlin, Chief Restructuring Officer of BCBG Max Azria Global Holdings, LLC, in Support of Debtor BCBG Max Azria Group, LLC's Reply to the Azrias' Objection to Debtors' Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement Is Subject to 11 U.S.C. § 502(b)(7)
03/29/2017	10	17-10466	238	Order Approving Ex Parte Motion of Debtor BCBG Max Azria Group, LLC, for an Order Authorizing Them to File Under Seal Certain Sensitive Information
03/30/2017	11	17-01040	4	Scheduling Order Regarding (A) BCBG MAX AZRIA, LLC's Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement Is Subject to 11 U.S.C. § 502(b)(7) and (B) Max and Lubov Azrias' Adversary Complaint for Declaratory Judgment

Filing Date	Designation No.	Case or Adv. Pro No.	Docket No.	Description
03/31/2017	12	17-10466	259	Scheduling Order Regarding (A) BCBG MAX AZRIA, LLC's Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement Is Subject to 11 U.S.C. § 502(b)(7) and (B) Max and Lubov Azrias' Adversary Complaint for Declaratory Judgment
03/31/2017	13	17-10466	326	Transcript regarding Hearing Held on 03/28/2017 at 3:00 p.m. regarding BCBG MAX AZRIA, LLC's Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement Is Subject to 11 U.S.C. § 502(b)(7)
04/03/2017	14	17-10466	265	BCBG Max Azria Group, LLC's Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement
04/03/2017	15	17-10466	266	Declaration of Yates M. French in Support of BCBG Max Azria Group, LLC's Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement

Filing Date	Designation No.	Case or Adv. Pro No.	Docket No.	Description
04/03/2017	16	17-01040	5	BCBG Max Azria Group, LLC's Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement
04/03/2017	17	17-01040	6	Declaration of Yates M. French in Support of BCBG Max Azria Group, LLC's Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement
04/12/2017	18	17-01040	8	Stipulation regarding Adversary Proceeding
04/15/2017	19	17-10466	309	Plaintiffs' Opposition to Defendants' Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement
04/15/2017	20	17-10466	310	Declaration of Lubov Azria in Opposition to Defendants' Motion for Summary Judgment
04/15/2017	21	17-10466	311	Declaration of Max Azria in Opposition to Defendants' Motion for Summary Judgment
04/15/2017	22	17-01040	9	Plaintiffs' Opposition to Defendants' Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement

Filing Date	Designation No.	Case or Adv. Pro No.	Docket No.	Description
04/15/2017	23	17-01040	10	Declaration of Lubov Azria in Opposition to Defendants' Motion for Summary Judgment
04/15/2017	24	17-01040	11	Declaration of Max Azria in Opposition to Defendants' Motion for Summary Judgment
04/20/2017	25	17-01040	12	BCBG Max Azria Group, LLC's Reply in Support of Its Motion for (I) Partial Summary Adjudication and (II) Rejection of Lubov Azria's Employment Agreement
04/25/2017	26	17-01040	15	Notice of Voluntary Dismissal Without Prejudice Pursuant to F.R.C.P. 41(A)(1)(a)(i) of Plaintiff Max Azria Only
04/25/2017	27	17-10466	369	Transcript regarding Hearing Held on 4/24/2017 at 10:00 a.m. regarding Motion for Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement, et al.
04/25/2017	28	17-01040	16	Transcript regarding Hearing Held on 4/24/2017 at 10:00 a.m. regarding Motion for Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement, et al.
05/09/2017	29	17-10466	374	Order Authorizing the Rejection of Lubov Azria's Employment Agreement
05/09/2017	30	17-01040	17	Order and Declaratory Judgment in Adversary Proceeding

Filing Date	Designation No.	Case or Adv. Pro No.	Docket No.	Description
05/09/2017	31	17-10466	376	Notice of Appeal and Statement of Election
05/09/2017	32	17-01040	18	Notice of Appeal and Statement of Election

II. STATEMENT OF ISSUES TO BE PRESENTED ON APPEAL

The issues to be presented on appeal are as follows.

1. Whether the Bankruptcy Court erred in granting summary judgment to the Debtors on the issue of whether to approve the rejection of the Employment Agreement.
2. Whether the Bankruptcy Court erred in approving the Debtors' rejection of the Employment Agreement.
3. Whether the Bankruptcy Court erred in allowing the Debtors to reject one facet of the single, integrated transaction that the Debtors term the "February 2015 Restructuring," while simultaneously allowing the Debtors to keep the benefit of other facets of the February 2015 Restructuring, thereby depriving appellant Lubov Azria, the contract counter-party, of the benefit of her bargain.
4. Whether the Bankruptcy Court erred in interpreting the "plain language" of the Contribution Agreement and the Employment Agreement without reading that language in light of the undisputed extrinsic evidence that is explanatory of, and fully consistent with, the text of both agreements, as required by California law, the state law that both parties agreed applies.

III. CERTIFICATE REGARDING TRANSCRIPTS

The March 28, 2017 hearing before the Bankruptcy Court has already been transcribed and docketed [Bankr. Docket No. 326] and is included in the above designation of the record on

appeal. The April 24, 2017 hearing before the Bankruptcy Court has already been transcribed and docketed [Bankr. Docket No. 369] and is included in the above designation of the record on appeal. Accordingly, pursuant to Rule 8009(b)(1)(B) of the Federal Rules of Bankruptcy Procedure, appellant Lubov Azria files this certificate stating that appellant is not ordering any transcripts.

Dated: May 9, 2017

/s/ Robert J. Pfister

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-and-

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CERTIFICATE OF SERVICE

I, Robert J. Pfister, a member of the bar of this court, on May 9, 2017, served the foregoing *Appellant's Designation of Record, Statement of Issues, and Certificate Regarding Transcripts Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure* by electronic mail on counsel for the Debtors as follows:

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/s/ Robert J. Pfister