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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 BY AP SERVICES, LLC OF THE FIRST REPORT OF
COMPENSATION EARNED AND EXPENSES INCURRED
FOR THE PERIOD FROM FEBRUARY 28, 2017 THROUGH MAY 31, 2017**

In accordance with the *Order Pursuant to 11 U.S.C. §§ 105(a) and 363(b) (I) Authorizing the Retention and Employment of AP Services, LLC, (II) Designating Holly Felder Etlin as Chief Restructuring Officer and Deborah Rieger-Paganis as Chief Financial Officer for BCBG Max Azria Global Holdings, LLC and Its Debtor Subsidiaries, Nunc Pro Tunc to the Petition Date, and (III) Granting Related Relief*, entered on March 29, 2017 [Docket No. 2420] and pursuant to the terms of the engagement letter dated January 22, 2017 notice is hereby given that AP Services,

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.


LLC (“APS”) has filed a report of compensation earned and expenses incurred for the period of February 28, 2017 through May 31, 2017 (the “Report”).

Objections, if any, to the Report are due on or before 4:00 p.m., July 14, 2017. At the same time, you must also serve a copy of the response on APS.

A HEARING WILL BE HELD, only if an objection is timely filed and served, before the Honorable Shelley C. Chapman, U.S. Bankruptcy Judge for the Southern District of New York, One Bowling Green, New York, NY 10004-1408, at a date and time to be scheduled by the Court.

Dated: June 30, 2017

AP Services, LLC

A handwritten signature in black ink, appearing to read 'Holly Felder Etlin', is written over a solid horizontal line.

Holly Felder Etlin
AP Services, LLC

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**FIRST REPORT BY AP SERVICES, LLC
OF COMPENSATION EARNED AND EXPENSES INCURRED
FOR THE PERIOD FROM FEBRUARY 28, 2017 THROUGH MAY 31, 2017**

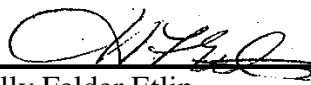
Exhibit A – Summary of Compensation and Expenses

Exhibit B – Summary of Professionals and Fees

Exhibit C – Summary of Expenses

Exhibit D – Summary of Services

Dated: June 30, 2017



Holly Felder Etlin
AP Services, LLC

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.

Exhibit A

AP Services, LLC

Summary of Compensation and Expenses – BCBG Max Azria Global Holdings, LLC, et al.
February 28, 2017 through May 31, 2017

	Feb. 28, 2017 to Mar. 31, 2017	Apr. 1, 2017 to Apr. 30, 2017	May 1, 2017 to May 31, 2017	Totals
Fees:	\$ 1,928,313.00	\$ 1,718,877.00	\$ 1,287,863.50	\$ 4,935,053.50
Data Management:	\$ 60,050.00	\$ 5,770.00	\$ 15,392.00	\$ 81,212.00
Expenses:	\$ 108,092.88	\$ 83,982.43	\$ 82,537.62	\$ 274,612.93
Total Accrued:	\$ 2,096,455.88	\$ 1,808,629.43	\$ 1,385,793.12	\$ 5,290,878.43
Less Travel (50%):	\$ (101,086.00)	\$ (97,989.25)	\$ (71,136.75)	\$ (270,212.00)
Client Accommodation:	\$ (91,361.35)	\$ -	\$ -	\$ (91,361.35)
Total Invoiced:	\$ 1,904,008.53	\$ 1,710,640.18	\$ 1,314,656.37	\$ 4,929,305.08

Exhibit B

AP Services, LLC
Summary of Professionals and Fees¹ – BCBG Max Azria Global Holdings, et al.
February 28, 2017 through May 31, 2017

Name of Professional	Description of Function	Hourly Rate	Feb 28 to Mar 31, 2017	Apr 1 to Apr 30, 2017	May 1 to May 31, 2017	Total Hours	Total Compensation
Renaud Montupet	Managing Director	\$ 985.00	15.00	-	-	15.00	\$ 14,775.00
Cosumo Takamatsu	Managing Director	\$ 1,050.00	42.00	36.00	19.00	97.00	\$ 101,850.00
Raymond J. Adams	Director	\$ 745.00	43.30	68.90	-	112.20	\$ 83,589.00
Eva Anderson	Director	\$ 910.00	287.10	202.00	214.80	703.90	\$ 640,549.00
Sophie M. Barbe Wolffsheim	Director	\$ 745.00	6.90	-	-	6.90	\$ 5,140.50
Guillaume Baril	Director	\$ 800.00	33.00	-	-	33.00	\$ 26,400.00
Steve H. Hodgkinson	Director	\$ 860.00	199.50	201.00	-	400.50	\$ 344,430.00
Elizabeth K. Lahey	Director	\$ 745.00	14.30	8.40	-	22.70	\$ 16,911.50
Elizabeth K. Lahey	Director	\$ 250.00	8.80	-	-	8.80	\$ 2,200.00
Robb C. McWilliams	Director	\$ 860.00	2.00	-	-	2.00	\$ 1,720.00
Kevin M. Montague	Director	\$ 860.00	-	32.00	9.40	41.40	\$ 35,604.00
Kevin Negangard	Director	\$ 300.00	6.70	-	-	6.70	\$ 2,010.00
Kevin Negangard	Director	\$ 250.00	12.00	11.50	-	23.50	\$ 5,875.00
Tomoyuki Suzuki	Director	\$ 745.00	33.50	144.00	64.00	241.50	\$ 179,917.50
Liyuan Woo	Director	\$ 860.00	-	204.20	166.50	370.70	\$ 318,802.00
Martin F. Barna	Vice President	\$ 250.00	11.80	10.30	-	22.10	\$ 5,525.00
William F. Berger	Vice President	\$ 550.00	48.00	-	-	48.00	\$ 26,400.00
Luke E. Ericson	Vice President	\$ 605.00	341.70	209.10	294.10	844.90	\$ 511,164.50
Bassaam A. Fawad	Vice President	\$ 550.00	200.50	240.60	169.80	610.90	\$ 335,995.00
Jim Swindell	Vice President	\$ 660.00	273.40	161.60	-	435.00	\$ 287,100.00
Isaac Barker	Associate	\$ 300.00	14.10	-	-	14.10	\$ 4,230.00
Thomas R. Cole	Associate	\$ 380.00	326.80	229.90	277.70	834.40	\$ 317,072.00
Lindsay M. Coleman	Associate	\$ 415.00	-	5.00	-	5.00	\$ 2,075.00
Sarah E. Jakobsen	Associate	\$ 250.00	24.90	16.60	-	41.50	\$ 10,375.00
Taishi Tanaka	Associate	\$ 380.00	168.00	149.00	145.00	462.00	\$ 175,560.00
Samantha L. Preston	Analyst	\$ 300.00	11.60	-	-	11.60	\$ 3,480.00
Sub Total			2,124.90	1,930.10	1,360.30	5,415.30	\$ 3,458,750.00
Grand Total			2,699.20	2,344.40	1,784.80	6,828.40	\$ 4,935,053.50
Less: 50% Travel							\$ (270,212.00)
Client Accomodation							\$ (91,361.35)
							\$ 4,573,480.15

¹APS may determine, from time to time, to augment its professional staff with independent contractors (each an “*Independent Contractor*”) in these chapter 11 cases. APS’ standard practice is to charge for an Independent Contractor’s services at the rate equal to the compensation provided by APS to such Independent Contractor.

AP Services, LLC
Summary of Expenses – BCBG Max Azria Global Holdings, et al.
February 28, 2017 through May 31, 2017

Expense Categories	Feb 28 to Mar 31	April-17	May-17	Total
Airfare	\$ 52,505.38	\$ 36,358.90	\$ 40,917.54	\$ 129,781.82
Cab Fare / Ground Transportation	\$ 14,437.23	\$ 14,264.67	\$ 10,451.06	\$ 39,152.96
Lodging	\$ 36,357.62	\$ 28,474.51	\$ 26,204.20	\$ 91,036.33
Meals & Tips	\$ 4,247.42	\$ 3,449.17	\$ 3,039.99	\$ 10,736.58
Other	\$ 470.10	\$ 865.95	\$ 832.10	\$ 2,168.15
Client Meals & Entertainment	\$ 75.22	\$ 138.51	\$ 929.22	\$ 1,142.95
Meeting Expenses	\$ -	\$ 413.23	\$ 163.51	\$ 576.74
Mileage	\$ -	\$ 17.49	\$ -	\$ 17.49
Data Management Fees	\$ 60,050.00	\$ 5,770.00	\$ 15,392.00	\$ 81,212.00
TOTAL	\$ 168,142.97	\$ 89,752.43	\$ 97,929.62	\$ 355,825.02

AP Services, LLC
Summary of Services – BCBG Max Azria Global Holdings, et al.
February 28, 2017 through May 31, 2017

The following summary of services includes services performed by APS on behalf of the Debtors during the time period February 28, 2017 through May 31, 2017 (the “Quarterly Period”):

Cash Management / DIP Compliance

- Developed a weekly cash flow forecast covering the anticipated pendency of the Debtors’ Chapter 11 filing
- Made periodic revisions to the weekly cash flow forecast, prepared supporting analysis and solicited lender approval for revised forecasts
- Prepared weekly variance analysis of actual cash receipts and disbursements and conducted weekly creditor calls to review variances
- Refined the Debtors’ treasury management processes and provided ongoing day to day support to the internal treasury function
- Managed borrowing requests under the Debtors’ credit facilities, including documentation of requests and communications with lenders
- Reviewed weekly borrowing base certificates prepared in accordance with terms of the Debtors’ asset based credit facility
- Conducted weekly review and approval of ordinary course disbursements
- Coordinated with management to review and respond to periodic payment approval requests for one-time items
- Assisted counsel with the preparation of various motions and other filings regarding cash management, cash collateral and DIP financing

Business Plan Development

- Developed detailed sales and margin projections in conjunction with the Debtors’ retail and wholesale management teams
- Prepared ‘four-wall’ projections to determine store level profitability
- Completed a detailed review of historical corporate expenses, and prepared projections that included various baseline adjustments
- Incorporated supporting business plan analysis into a monthly ‘three statement’ projection model covering FY17-F19
- Reviewed projection model with company management and refined various underlying assumptions
- Developed alternative model outputs reflecting various restructuring scenarios
- Prepared multiple presentations and reports for management and other advisors to support restructuring discussions with stakeholders
- Participated in regular calls and meetings amongst the Debtors’ management and advisors to review and refine the business plan projections

AP Services, LLC
Summary of Services – BCBG Max Azria Global Holdings, et al.
February 28, 2017 through May 31, 2017

CRO Duties

- Provided senior-level guidance on the restructuring process and assisted management of the Debtors and the other advisors with the determination and evaluation of various restructuring scenarios including resolution of foreign subsidiaries
- Participated in all Board of Director calls
- Participated in regular calls and meetings amongst the Debtors' management on the formulation of and status of the turnaround initiatives
- Participated in meetings and calls with representatives of each of the secured lenders to discuss the status of the case and conducted restructuring negotiations
- Managed activities and oversaw the work product of the APS team, including the various services described herein
- Prepared for and attended key bankruptcy court hearings
- Assisted in the development of the Plan of Reorganization and the Disclosure Statement
- Reviewed and provided comments to counsel on selected key bankruptcy court filings
- Drafted management presentation materials and participated in meetings held with prospective buyers of the business

Interim Chief Financial Officer Duties

- Reviewed the 13 week cash flow model and challenged assumptions for forecasting:
 - Cash receipts based on by channel sales plans
 - Disbursements by category line item in line with DIP budget
 - Liquidity related to ABL borrowing base collateral (inventory and accounts receivable)
- Approved weekly disbursements made by the company
- Provided guidance to accounting team in preparation of and subsequently reviewed:
 - Monthly/ quarterly financial statements prepared for lenders
 - Weekly variance reporting provided to the DIP lenders
 - Monthly Operating Reports (issued to U.S. Trustee)
- Supervised Merchandise Planning department
- Developed weekly and monthly Merchandise Management Financial Reporting Package
- Participated in all Board of Director calls
- Led/ participated in calls with Lenders on progress of the case
- Participated in management presentation meetings held with prospective buyers of the business
- Responded to due diligence requests from prospective buyers
- Supervised Loss Prevention department and provided oversight and guidance
- Supervised Logistics and Distribution department including review of merchandise product flow for all sales channels

AP Services, LLC
Summary of Services – BCBG Max Azria Global Holdings, et al.
February 28, 2017 through May 31, 2017

Chapter 11 Case Management

- Prepared for and attended the first day hearings
- Prepared for and attended interim and final cash collateral hearings
- Responded to a range of diligence requests to support counsel in the preparation of various pleadings, motions, claim objections and contract rejections
- Monitored and reported on various First Day Motion payments
- Assisted management in preparing for and attended the 341 meeting
- Designed and prepared monthly operating reports and coordinated with other advisors to file these reports
- Prepared periodic reporting as requested by the U.S. Trustee
- Designed and maintained database of financial information required for preparation of the Statements of Financial Affairs and Schedules of Assets and Liabilities for each of the Debtors' legal entities
- Managed the preparation, review and finalization of the Debtors' Statements of Financial Affairs and Schedules of Assets and Liabilities
- Prepared monthly staffing reports and invoices
- Supported diligence related to the Disclosure Statement
- Prepared the Liquidation Analysis
- Coordinated with the Debtors to identify and review key contracts for determination on ultimate disposition

Store Closure Support

- Coordinated information requests and inventory diligence in support of liquidators' agreement
- Coordinated with company staff, liquidators and counsel to formalize the liquidated store turnover process to landlords leading to ~ 120 real property lease rejections
- Supported operational issues resolution with a range of constituents throughout the liquidation and store closing process

Canadian Subsidiary Support

- Supported the Canadian restructuring advisor with the development of a weekly cash flow forecast model for the Canadian operations
- Conducted regular update calls with the Canadian restructuring advisor and reviewed weekly cash flow variance reporting
- Coordinated inventory transfers to replenish Canadian stores

AP Services, LLC
Summary of Services – BCBG Max Azria Global Holdings, et al.
February 28, 2017 through May 31, 2017

Japanese Subsidiary Support

- Developed cash flow forecasting model for BCBG’s Japanese entity, and monitored actual cash flows
- Led and coordinated key workstreams related to proposed sale of equity in Japanese entity, including:
 - Developed due diligence information package
 - Created Teaser, Process letter, LOI, MOU and other process related documents
 - Identified and contacted in excess of 100 prospective buyers, including private equity funds, apparel brands, trading firms, etc.
 - Supported development of follow up due diligence responses for potential buyers
- Developed revenue enhancement and profitability improvement programs
- Assisted store managers with execution of improvement opportunities
- Developed alternative wind down program for Japanese entity, including:
 - Development of master plan and cash-flow model
 - Proposed resolution of inventory liquidation, real estate, etc.
- Reported on progress of initiatives to CRO and parent company management