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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)
))	

**MONTHLY FEE STATEMENT OF
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS
INTERNATIONAL LLP FOR COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM MAY 1, 2017 THROUGH MAY 31, 2017**

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “LBRs”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition*

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.

Date, entered March 28, 2017 [Docket No. 233] (the “Retention Order”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief*, entered March 28, 2017 [Docket No. 231] (the “Interim Compensation Order”), Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submit this *Monthly Fee Statement of Kirkland & Ellis LLP and Kirkland & Ellis International LLP for Compensation for Services and Reimbursement of Expenses as Counsel to the Debtors for the Period from May 1, 2017 Through May 31, 2017* (this “Fee Statement”). Specifically, K&E seeks (i) interim allowance of \$503,254.00 for the reasonable and necessary legal services that K&E rendered to the Debtors during the Fee Period; (ii) compensation in the amount of \$402,603.20, which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (i.e., \$503,254.00); and (iii) allowance and payment of \$39,465.41 for the actual and necessary expenses that K&E incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$503,254.00 in fees during the Fee Period. Pursuant to this Fee Statement, K&E seeks reimbursement for 80% of such fees (\$402,603.20 in the aggregate).

2. Attached hereto as **Exhibit B** is a schedule of K&E professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who

rendered services to the Debtors in connection with these chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$849.07.² The blended hourly billing rate of all paraprofessionals is \$306.84.³

3. Attached hereto as **Exhibit C** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which K&E is seeking payment in this Fee Statement. All of these disbursements comprise the requested sum for K&E's out-of-pocket expenses, which total \$39,465.41.

4. Attached hereto as **Exhibit D** are the time records of K&E, which provide a daily summary of the time spent by each K&E professional during the Fee Period as well as an itemization of expenses by project category.

Notice

5. No trustee or examiner has been appointed in these cases. Pursuant to the Interim Compensation Order, notice of this Fee Statement has been served upon the Application Recipients (as defined in the Interim Compensation Order) and any party that has requested notice pursuant to Bankruptcy Rule 2002. K&E submits that, in light of the nature of the relief requested, no other or further notice need be given.

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² The blended hourly billing rate of \$849.07 for attorneys is derived by dividing the total fees for attorneys of \$472,508.50 by the total hours of 556.50 for those same attorneys.

³ The blended hourly billing rate of \$306.84 for paraprofessionals is similarly derived by dividing the total fees for paraprofessionals of \$30,745.50 by the total hours of 100.20 for these same paraprofessionals.

WHEREFORE, K&E, in connection with services rendered on behalf of the Debtors, respectfully requests (i) interim allowance of compensation for professional services rendered during the Fee Period, in the amount of \$503,254.00, and payment for expenses incurred in connection with such services, in the amount of \$39,465.41, and (ii) payment in accordance with the procedures set forth in the Interim Compensation Order (i.e., payment of 80% of the compensation sought, in the amount of \$402,603.20, and payment of 100% of expenses incurred, in the amount of \$39,465.41).

Dated: June 30, 2017

/s/ Joshua A. Sussberg

Joshua A. Sussberg, P.C.

Christopher Marcus, P.C.

KIRKLAND & ELLIS LLP

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601 Lexington Avenue

New York, New York 10022

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- and -

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300 North LaSalle Street

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Statement of Fees and Expenses By Project Category

**FEE STATEMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION (MAY 1, 2017 - MAY 31, 2017)**

Summary of Fees and Expenses by Project Category

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested	Total Expenses	Total Compensation
3	Adversary Proceedings, Contested Matters	58.00	\$26,953.00	\$0.00	\$26,953.00
4	Automatic Stay Issues	14.40	\$9,513.50	\$0.00	\$9,513.50
5	Business Operations and Vendor Issues	7.70	\$6,468.50	\$0.00	\$6,468.50
6	Case Administration	11.70	\$5,898.00	\$0.00	\$5,898.00
7	Cash Collateral, DIP Financing	31.70	\$26,691.50	\$0.00	\$26,691.50
9	Claims Administration and Objections	5.10	\$2,852.50	\$0.00	\$2,852.50
10	Corporate and Governance Matters	17.90	\$16,604.50	\$0.00	\$16,604.50
11	Customer, Creditor Communications	1.40	\$882.00	\$0.00	\$882.00
12	Disclosure Statement/Plan/Confirmation	96.10	\$71,406.00	\$0.00	\$71,406.00
13	Employee Issues	0.80	\$996.00	\$0.00	\$996.00
14	Executory Contracts/Unexpired Leases	48.10	\$33,183.50	\$0.00	\$33,183.50
15	Hearings	1.60	\$600.00	\$0.00	\$600.00
17	International Matters	3.00	\$3,022.00	\$0.00	\$3,022.00
18	K&E Retention, Fee Applications	77.50	\$35,083.00	\$0.00	\$35,083.00
19	Non-K&E Retention Matters	6.20	\$3,109.50	\$0.00	\$3,109.50
20	Schedules of Assets and Liabilities, Statement of Financial Affairs, and Monthly Operating Reports	2.90	\$2,380.50	\$0.00	\$2,380.50
21	Tax Issues	10.90	\$11,098.50	\$0.00	\$11,098.50
22	Travel	5.20	\$4,706.00	\$0.00	\$4,706.00
23	U.S. Trustee Communications	7.40	\$6,340.00	\$0.00	\$6,340.00
24	Use, Sale and Disposition of Property	248.60	\$235,188.00	\$0.00	\$235,188.00
25	Utilities	0.50	\$277.50	\$0.00	\$277.50
26	Expenses	0.00	\$0.00	\$39,465.41	\$39,465.41
Totals		656.70	\$503,254.00	\$39,465.41	\$542,719.41

EXHIBIT B

Attorneys' and Paraprofessionals' Information

**FEE STATEMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION (MAY 1, 2017 - MAY 31, 2017)**

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Attorney	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alexander Burdulia	Associate	Pending	Restructuring	\$555.00	18.60	\$10,323.00
Ian Clarke	Associate	2015	Restructuring	\$750.00	0.20	\$150.00
Nathan J. Davis	Associate	2012	Corporate	\$905.00	30.80	\$27,874.00
Thad Davis	Partner	2005	Taxation	\$1,125.00	6.00	\$6,750.00
Leah Eubanks	Associate	2014	Corporate	\$835.00	18.30	\$15,280.50
Ciara Foster	Associate	2017	Restructuring	\$555.00	28.40	\$15,762.00
Yates French	Partner	2008	Litigation	\$965.00	1.50	\$1,447.50
Katherine Gause	Associate	2016	Corporate	\$555.00	10.30	\$5,716.50
Austin G. Glassman	Associate	2013	Corporate	\$905.00	14.40	\$13,032.00
Stephen C. Hackney, P.C.	Partner	1997	Litigation	\$1,225.00	0.50	\$612.50
John Luze	Associate	2013	Restructuring	\$735.00	34.20	\$25,137.00
John Lynn, P.C.	Partner	1999	Intellectual Property	\$1,295.00	3.20	\$4,144.00
Christopher Marcus, P.C.	Partner	2000	Restructuring	\$1,325.00	1.30	\$1,722.50
Casey J. McGushin	Associate	2014	Litigation	\$810.00	2.60	\$2,106.00
David M. Nemecek, P.C.	Partner	2006	Corporate	\$1,245.00	0.60	\$747.00
Brett Newman	Associate	2016	Restructuring	\$555.00	37.70	\$20,923.50
Katrina Olsen	Associate	2014	Corporate	\$835.00	7.90	\$6,596.50
Jeffrey S. Quinn	Partner	1998	Employee Benefits	\$1,195.00	1.10	\$1,314.50
Christopher Raidy	Associate	2016	Corporate	\$555.00	2.00	\$1,110.00
Benjamin Rhode	Associate	2012	Restructuring	\$905.00	150.30	\$136,021.50
Alison A. Skaife	Associate	2013	Taxation	\$845.00	2.30	\$1,943.50
Matthew Smart	Associate	2016	Restructuring	\$555.00	63.70	\$35,353.50
Joshua A. Sussberg, P.C.	Partner	2004	Restructuring	\$1,165.00	97.30	\$113,354.50
Sharad Thaper	Associate	2017	Restructuring	\$645.00	1.90	\$1,225.50
Steven M. Toth	Partner	2005	Corporate	\$1,115.00	21.40	\$23,861.00
Totals					556.50	\$472,508.50

**FEE STATEMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION (MAY 1, 2017 - MAY 31, 2017)**

The paraprofessionals of K&E who rendered professionals services in these cases during the Fee Period are:

Paraprofessional	Position	Years in Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Anthony C. Abate	Junior Paralegal	1 Year	Restructuring	\$240.00	4.70	\$1,128.00
Ryan Besaw	Junior Paralegal	1 Year	Restructuring	\$240.00	1.40	\$336.00
Joseph Correia	Paralegal	16 Years	Corporate	\$360.00	1.00	\$360.00
Uzoma O. Dike	Paralegal	22 Years	Litigation	\$330.00	35.80	\$11,814.00
Julia Foster	Junior Paralegal	2 Years	Restructuring	\$240.00	3.50	\$840.00
Beth Friedman	Paralegal	30 Years	Restructuring	\$420.00	4.40	\$1,848.00
Michael Gallo	Investigator	14 Years	Administrative Services	\$330.00	3.00	\$990.00
Allison Graybill	Conflicts Coordinator	4 Years	Administrative Services	\$265.00	5.50	\$1,457.50
Leah Lancaster	Conflicts Analyst I	4 Years	Administrative Services	\$210.00	8.00	\$1,680.00
Maureen McCarthy	Paralegal	15 Years	Restructuring	\$390.00	2.30	\$897.00
Amanda Mitchell	Paralegal	5 Years	Litigation	\$295.00	0.20	\$59.00
Carrie Oppenheim	Paralegal	9 Years	Restructuring	\$380.00	15.10	\$5,738.00
Elaine S. Santucci	Conflicts Analyst II	3 Years	Administrative Services	\$235.00	14.80	\$3,478.00
Quinn Trader	Junior Paralegal	8 Months	Litigation	\$240.00	0.50	\$120.00
Totals					100.20	\$30,745.50

EXHIBIT C

Summary of Actual and Necessary Expenses for the Fee Period

**FEE STATEMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION (MAY 1, 2017 - MAY 31, 2017)**

SUMMARY OF EXPENSES

Expense Category	Amount
Third Party Telephone Charges	\$89.76
Standard Copies or Prints	\$172.10
Tabs/Indexes/Dividers	\$19.50
Color Copies or Prints	\$452.65
Scanned Images	\$16.90
Production Blowbacks	\$77.10
Postage	\$3.18
Overnight Delivery	\$80.73
Local Transportation	\$594.62
Travel Expense	\$1,880.05
Airfare	\$4,428.64
Transportation to/from airport	\$2,118.89
Travel Meals	\$836.60
Court Reporter Fee/Deposition	\$929.89
Other Court Costs and Fees	\$119.75
Outside Copy/Binding Services	\$1,861.33
Outside Retrieval Service	\$5.17
Computer Database Research	\$146.00
Westlaw Research	\$9,107.58
LexisNexis Research	\$631.87
Overtime Transportation	\$366.32
Overtime Meals - Attorney	\$146.50
Miscellaneous Office Expenses	\$15,380.28
Total	\$39,465.41

EXHIBIT D

Time and Expense Records

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121811
Client Matter: 26990-3

In the matter of Adversary Proceedings, Contested Matters

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 26,953.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 26,953.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

3 - Adversary Proceedings, Contested Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Uzoma O Dike	35.80	330.00	11,814.00
Ciara Foster	5.70	555.00	3,163.50
Yates French	1.20	965.00	1,158.00
Michael Gallo	3.00	330.00	990.00
Stephen C Hackney, P.C.	.50	1,225.00	612.50
John Luze	2.00	735.00	1,470.00
Casey J McGushin	2.40	810.00	1,944.00
Amanda Mitchell	.20	295.00	59.00
Carrie Oppenheim	1.30	380.00	494.00
Christopher Raidy	.50	555.00	277.50
Benjamin Rhode	3.30	905.00	2,986.50
Joshua A Sussberg, P.C.	1.60	1,165.00	1,864.00
Quinn Trader	.50	240.00	120.00
TOTALS	58.00		\$ 26,953.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

3 - Adversary Proceedings, Contested Matters

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Uzoma O Dike	9.00	Research and assess BCBG documents to prepare for production to Committee (2.8); review BCBG production set to determine documents to withhold for privilege, non-responsiveness, technical issues and to be designated Confidential (2.7); telephone conference with Y. French re confidential designations (.3); telephone conference with AlixPartners project management team re proper metadata fields to provide with production (.6); review and quality check BCBG production set processed by AlixPartners for completeness and final sweep for privilege (2.6).
5/01/17	Joshua A Sussberg, P.C.	.60	Correspond with K&E team re status and next steps re adversary proceeding.
5/01/17	Casey J McGushin	.50	Review and analyze documents to be produced to unsecured creditors committee.
5/02/17	Uzoma O Dike	4.20	Research and analyze GPIM responsive documents to prepare for production to Committee (1.4); review and analyze GPIM production set to determine documents to withhold for privilege, non-responsiveness, technical issues and to be designated confidential (1.3); telephone conference with L. Lahey re GPIM production statistics (.3); review and quality check GPIM production for completeness prior to transmittal to Committee counsel (1.2).
5/02/17	Casey J McGushin	.40	Coordinate and quality check production of documents (.2); prepare materials for Rule 2004 requests (.2).
5/02/17	Quinn Trader	.50	Review and quality check Excel spreadsheet of export from Relativity of responsive documents for wholly responsive families prior to production (.4); office conference with U. Dike re assignment (.1).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

3 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/03/17	Casey J McGushin	.30	Draft and revise Rule 2004 requests re individuals that may have received transfers for M. Azria.
5/04/17	Uzoma O Dike	5.20	Review and analyze Guggenheim responsive documents to prepare for production to Committee (2.3); research and analyze Guggenheim production set to determine documents to withhold for privilege, non-responsiveness, technical issues and to be designated confidential (2.2); telephone conference with AlixPartners project management team re confidentiality of GPIM production (.4); telephone conference with Y. French, C. McGushin re additional privilege review of various GPIM documents prior to production (.3).
5/04/17	Joshua A Sussberg, P.C.	.50	Telephone conference with M. Bloom re status (.2); correspond with K&E team re same (.3).
5/04/17	Michael Gallo	3.00	Identify current contact information for search subjects (2.6); correspond with C. McGushin and Y. French re same (.4).
5/05/17	Uzoma O Dike	4.60	Review and quality check of Guggenheim documents prior to processing by AlixPartners (3.1); telephone conference with Y. French and C. McGushin re supplemental review of various documents for privilege (.4); telephone conference with AlixPartners project management team re processing and production of Guggenheim documents (.6); office conference with A. Mitchell re preparation of various BCBG Rule 2004 Discovery Requests for service (.2); telephone conference with C. McGushin and A. Mitchell re same (.3).
5/05/17	Yates French	1.20	Draft discovery requests.
5/05/17	Benjamin Rhode	.50	Review and analyze draft motion to extend removal period.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

3 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/05/17	Casey J McGushin	1.20	Draft and revise Rule 2004 requests to family members of M. Azria.
5/05/17	Amanda Mitchell	.20	Finalize Rule 2004 requests and provide to attorney team for review (.1); correspond with Y. French, C. McGushin and U. Dike re same (.1).
5/06/17	Ciara Foster	.50	Review motion to extend removal period (.3); correspond with J. Luze and B. Rhode re same (.2).
5/07/17	Uzoma O Dike	3.60	Review and analyze SPG responsive documents to prepare for production to Committee (1.6); research and analyze SPG production set to determine documents to withhold for privilege, non-responsiveness, technical issues and to be designated confidential (1.6); telephone conference with AlixPartners project management team re status of Guggenheim Global production and instructions to temporarily hold production (.4).
5/07/17	Benjamin Rhode	1.90	Review and comment on motion to extend removal period (1.7); correspond with K&E team re same (.2).
5/07/17	Ciara Foster	.70	Review and revise motion to extend time to remove civil actions (.3); correspond with B. Rhode re same (.2); correspond with J. Sussberg re same (.2).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

3 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/08/17	Uzoma O Dike	4.70	Complete final review and quality check of Guggenheim documents prior to processing by AlixPartners (1.6); telephone conference with Y. French and C. McGushin re final Guggenheim production statistics (.3); telephone conference with AlixPartners project management team re processing and production of Guggenheim documents (.4); review and analyze SPG responsive documents to prepare for production to Committee (1.2); research and analyze SPG production set to determine documents to withhold for privilege, non-responsiveness, technical issues and to be designated confidential (1.2).
5/08/17	Joshua A Sussberg, P.C.	.50	Review and comment on removal motion.
5/08/17	John Luze	.60	Review and revise motion to extend deadline to remove actions.
5/08/17	Ciara Foster	2.50	Review and revise motion to extend removal period for civil actions (2.0); correspond with J. Luze and B. Rhode re same (.5).
5/09/17	Carrie Oppenheim	1.00	Review and revise removal motion (.5); finalize and file same (.4); correspond with DRC team re service of same (.1).
5/09/17	Benjamin Rhode	.90	Review, comment on motion re extension of removal deadline (.7); coordinate filing re same (.2).
5/09/17	Ciara Foster	1.00	Review and revise motion to extend removal period for civil actions (.7); correspond with B. Rhode and C. Oppenheim re same (.3).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

3 - Adversary Proceedings, Contested Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/10/17	Uzoma O Dike	2.00	Complete research and assessment of SPG responsive documents for production to Committee (.8); research and analyze SPG production set to determine documents to withhold for privilege, non-responsiveness and technical issues (.8); telephone conference with Y. French and C. McGushin re SPG documents requiring responsiveness review (.4).
5/11/17	Uzoma O Dike	2.50	Complete supplemental review and quality check of SPG responsive documents to be produced to Committee (1.8); telephone conference with C. McGushin re review of additional SPG documents for responsiveness and privilege (.3); telephone conference with S. Jakobsen re final processing and transmittal of SFG production to Committee counsel (.4).
5/17/17	Carrie Oppenheim	.30	Finalize and file certificate of no objection re removal extension motion.
5/17/17	Christopher Raidy	.50	Compile amendments and waivers in response to documents request.
5/19/17	Ciara Foster	1.00	Draft summary analysis re removal period (.9); correspond with B. Rhode re same (.1).
5/22/17	John Luze	1.10	Draft letter in response to M. Singer (.8); correspond with J. Sussberg re same (.3).
5/23/17	John Luze	.30	Review and finalize M. Singer letter.
5/30/17	Stephen C Hackney, P.C.	.50	Telephone conference with Y. French re case status.
		58.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121812
Client Matter: 26990-4

In the matter of Automatic Stay Issues

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 9,513.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 9,513.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

4 - Automatic Stay Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Burdulia	4.20	555.00	2,331.00
Beth Friedman	.20	420.00	84.00
John Luze	1.90	735.00	1,396.50
Carrie Oppenheim	.70	380.00	266.00
Benjamin Rhode	3.10	905.00	2,805.50
Matthew Smart	3.90	555.00	2,164.50
Joshua A Sussberg, P.C.	.40	1,165.00	466.00
TOTALS	14.40		\$ 9,513.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

4 - Automatic Stay Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Joshua A Sussberg, P.C.	.10	Correspond with K&E team re Creacy matter.
5/02/17	Benjamin Rhode	.20	Correspond with J. Luze re lift stay letter.
5/03/17	Carrie Oppenheim	.30	Review and analyze precedent re stay violation letters.
5/03/17	Matthew Smart	.70	Draft stay violation letter.
5/04/17	Benjamin Rhode	1.10	Correspond with K&E team re stay violation letter (.3); review, comment on same (.8).
5/04/17	Benjamin Rhode	1.40	Draft correspondence re lift stay violation (1.3); correspond with Company re same (.1).
5/04/17	Matthew Smart	.60	Review and revise stay violation letter.
5/04/17	John Luze	.30	Review and analyze stay violation letter.
5/05/17	Joshua A Sussberg, P.C.	.30	Review set off stipulation and comment on same.
5/05/17	Benjamin Rhode	.40	Correspond with A. Burdulia, J. Luze re agreed order re setoff.
5/05/17	Alexander Burdulia	1.00	Review and revise agreed order and stipulation re security deposit setoff rights.
5/09/17	Matthew Smart	.70	Review and revise stay violation letter (.6); correspond with B. Rhode re same (.1).
5/09/17	John Luze	.50	Conference with Troutman Sanders re stay relief stipulation (.2); conference with A. Burdulia re same (.1); review and revise same (.2).
5/10/17	Alexander Burdulia	.20	Telephone conference with A. Zelman re security deposit setoff (.1); correspond with K&E team re same (.1).
5/10/17	Matthew Smart	1.90	Review and revise stay violation letter (1.2); correspond with K&E team, Weil re same (.7).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

4 - Automatic Stay Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/12/17	Alexander Burdulia	1.40	Correspond with K&E team re Galo Properties setoff order (.2); analyze comments to proposed order from A. Zelman (.2); draft proposed stipulation re Friedland Properties setoff claim (1.0).
5/13/17	Alexander Burdulia	.50	Incorporate comments from J. Luze re Galo Properties setoff order (.3); draft correspondence and forward to K&E team (.2).
5/15/17	John Luze	.90	Conference and correspond with parties in interest re relief from stay stipulation (.2); review and revise same (.7).
5/16/17	Beth Friedman	.20	Telephone conference with J. Eisen in chambers re follow up to Gallo order.
5/16/17	Carrie Oppenheim	.40	Review, file notice of presentment re Galo properties stay stipulation (.3); correspond with B. Friedman re same (.1).
5/16/17	Alexander Burdulia	1.10	Correspond with A. Zelman re Galo Properties agreed order (.1); finalize executed versions of same and prepare for filing (.4); review and revise Friedland Properties agreed order (.6).
5/23/17	John Luze	.20	Correspond with landlord re stay stipulation.
		14.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121813
Client Matter: 26990-5

In the matter of Business Operations & Vendor Issues

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 6,468.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 6,468.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

5 - Business Operations & Vendor Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Burdulia	.90	555.00	499.50
Ciara Foster	.40	555.00	222.00
John Luze	.60	735.00	441.00
Brett Newman	.40	555.00	222.00
Benjamin Rhode	3.00	905.00	2,715.00
Matthew Smart	.70	555.00	388.50
Joshua A Sussberg, P.C.	1.70	1,165.00	1,980.50
TOTALS	7.70		\$ 6,468.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

5 - Business Operations & Vendor Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Benjamin Rhode	.40	Review, analyze NuOrder agreement (.3); correspond with Company re same (.1).
5/04/17	Benjamin Rhode	.30	Telephone conference with Company, AlixPartners and K&E team re case status and work stream coordination.
5/04/17	Alexander Burdulia	.30	Telephone conference with Company and AlixPartners re case status, work stream coordination.
5/04/17	Matthew Smart	.50	Telephone conference with Company and AlixPartners re case status, work stream coordination.
5/08/17	Benjamin Rhode	.30	Correspond with AlixPartners, opposing counsel re customs bonds.
5/08/17	Alexander Burdulia	.30	Telephone conference with M. Rappaport re RL Associates notice of bankruptcy filing (.2); correspond with B. Rhode and J. Luze re same (.1).
5/09/17	Joshua A Sussberg, P.C.	.40	Review and analyze Megalink letter (.3); correspond with K&E team re same (.1).
5/09/17	Benjamin Rhode	.30	Telephone conference with Company, AlixPartners and K&E team re case status and work stream coordination.
5/09/17	Alexander Burdulia	.30	Correspond with AlixPartners team re Secure Tech (.2); correspond with K&E team re same (.1).
5/09/17	Ciara Foster	.40	Telephone conference with Company and AlixPartners re case status, work stream coordination.
5/10/17	Joshua A Sussberg, P.C.	1.10	Conference with D. Rieger-Paganis re vendor issues.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

5 - Business Operations & Vendor Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/10/17	Benjamin Rhode	.30	Telephone conference with AlixPartners re vendor issues.
5/12/17	Joshua A Sussberg, P.C.	.20	Correspond with AlixPartners and K&E team re status and miscellaneous operational items.
5/16/17	Benjamin Rhode	.20	Telephone conference with Company, AlixPartners and K&E team re case status and work stream coordination.
5/16/17	Brett Newman	.20	Telephone conference with Company and AlixPartners re case status, work stream coordination.
5/17/17	Benjamin Rhode	.40	Telephone conference with Megalink counsel and AlixPartners re vendor issue.
5/18/17	Benjamin Rhode	.20	Telephone conference with Company and AlixPartners re case status and work stream coordination.
5/18/17	Brett Newman	.20	Telephone conference with Company and AlixPartners re case status, work stream coordination.
5/23/17	Benjamin Rhode	.30	Telephone conference with Company and AlixPartners re case status, work stream coordination.
5/23/17	Matthew Smart	.20	Telephone conference with Company and AlixPartners re case status, work stream coordination.
5/25/17	Benjamin Rhode	.30	Telephone conference with Company, AlixPartners re case status, work stream coordination.
5/30/17	John Luze	.60	Telephone conference with K&E team and AlixPartners re case coordination.
		7.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121814
Client Matter: 26990-6

In the matter of Case Administration

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 5,898.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 5,898.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

6 - Case Administration

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	2.60	240.00	624.00
Ryan Besaw	.20	240.00	48.00
Alexander Burdulia	.30	555.00	166.50
Ciara Foster	.50	555.00	277.50
Julia Foster	.50	240.00	120.00
Beth Friedman	.40	420.00	168.00
John Luze	1.60	735.00	1,176.00
Brett Newman	2.00	555.00	1,110.00
Carrie Oppenheim	.80	380.00	304.00
Benjamin Rhode	1.00	905.00	905.00
Matthew Smart	1.80	555.00	999.00
TOTALS	11.70		\$ 5,898.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

6 - Case Administration

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Julia Foster	.20	Prepare and distribute daily docket update re recently filed pleadings.
5/02/17	Julia Foster	.10	Prepare and distribute daily docket update re recently filed pleadings.
5/04/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/05/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/08/17	Benjamin Rhode	.40	Office conference with K&E team re case status and work in process.
5/08/17	Alexander Burdulia	.30	Telephone conference with K&E team re work in process.
5/08/17	Matthew Smart	.50	Office conference with K&E team re work in process.
5/08/17	John Luze	.50	Office conference with K&E team re work in process.
5/08/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/08/17	Brett Newman	.80	Review and revise work in process chart (.3); office conference with K&E team re work in process (.5).
5/08/17	Ciara Foster	.50	Telephone conference with K&E team re work in process.
5/09/17	Carrie Oppenheim	.30	Correspond with Donlin team re updates to case website (.2); review and revise pleading template (.1).
5/09/17	Matthew Smart	.40	Telephone conference with K&E team and AlixPartners re work in process.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

6 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/09/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/10/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/11/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/12/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/15/17	Benjamin Rhode	.30	Office conference with K&E team re case status, work in process.
5/15/17	Matthew Smart	.30	Attend office conference with K&E team re work in process.
5/15/17	John Luze	.50	Office conference with K&E team re work in process.
5/15/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/15/17	Brett Newman	.50	Review and revise work in process chart (.2); attend office conference with K&E team re work in process (.3).
5/16/17	Anthony C Abate	.30	Update notice of appearance/pro hac vice chart (.1); prepare and distribute daily docket updates re recently filed pleadings (.2).
5/17/17	Carrie Oppenheim	.10	Correspond with Donlin Recano re case website update.
5/17/17	Anthony C Abate	.20	Prepare and distribute daily docket updates re recently filed pleadings.
5/18/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/19/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

6 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/22/17	Carrie Oppenheim	.40	Attend telephone conference with K&E team re works in process.
5/22/17	Benjamin Rhode	.30	Office conference with K&E team re case status and work in process.
5/22/17	Matthew Smart	.60	Office conference with K&E team re work in process.
5/22/17	John Luze	.60	Telephone conference with K&E team re work in process.
5/22/17	Anthony C Abate	.20	Prepare and distribute daily docket updates re recently filed pleadings.
5/22/17	Brett Newman	.50	Review and revise work in process chart (.1); attend office conference with K&E team re work in process (.4).
5/23/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/24/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/24/17	Ryan Besaw	.20	Scan and archive mailings to K&E files.
5/24/17	Brett Newman	.20	Revise work in process chart.
5/25/17	Anthony C Abate	.10	Prepare and distribute daily docket updates re recently filed pleadings.
5/26/17	Anthony C Abate	.20	Prepare and distribute daily docket updates re recently filed pleadings.
5/30/17	Julia Foster	.20	Prepare certificate of good standing materials.
5/30/17	Anthony C Abate	.20	Prepare and distribute daily docket updates re recently filed pleadings.
5/31/17	Beth Friedman	.40	Correspond with chambers re entry of orders (.2); telephone conference with working group re same (.2).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

6 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/31/17	Anthony C Abate	.20	Prepare and distribute daily docket updates re recently filed pleadings.
		11.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121815
Client Matter: 26990-7

In the matter of Cash Collateral, DIP Financing

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 26,691.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 26,691.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

7 - Cash Collateral, DIP Financing

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Joseph Correia	1.00	360.00	360.00
Ciara Foster	2.10	555.00	1,165.50
Austin G Glassman	14.40	905.00	13,032.00
John Luze	.30	735.00	220.50
David M Nemecek, P.C.	.60	1,245.00	747.00
Katrina Olsen	7.90	835.00	6,596.50
Christopher Raidy	1.50	555.00	832.50
Benjamin Rhode	3.10	905.00	2,805.50
Joshua A Sussberg, P.C.	.80	1,165.00	932.00
TOTALS	31.70		\$ 26,691.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

7 - Cash Collateral, DIP Financing

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Austin G Glassman	.50	Correspond with K&E team and Company re financing issues.
5/01/17	Katrina Olsen	.10	Correspond with K&E team re default waivers.
5/02/17	David M Nemecek, P.C.	.30	Correspond and telephone conference with A. Glassman re DIP financing and compliance issues.
5/02/17	Austin G Glassman	1.50	Review and analyze materials re covenant default issues, compliance, ongoing litigation and potential asset sales (1.2); correspond and telephone conferences with D. Nemecek re same (.3).
5/02/17	Katrina Olsen	.10	Correspond with K&E team re default waivers.
5/03/17	Austin G Glassman	.50	Telephone conferences and correspond with Company re financing issues (.3); review documents and correspond with lenders re same (.2).
5/03/17	Katrina Olsen	.10	Correspond with K&E team re default waivers.
5/04/17	Joseph Correia	1.00	Provide paralegal support for A. Glassman, K. Olsen and C. Raidy re financing issues.
5/04/17	Austin G Glassman	1.00	Telephone conferences and correspond with Company re financing issues (.4); review and analyze documents and correspond with lenders re issues in connection with credit agreement compliance and open issues (.6).
5/04/17	Katrina Olsen	.10	Correspond with K&E team re default waivers.
5/05/17	Joshua A Sussberg, P.C.	.10	Correspond with K&E team re waiver and status.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

7 - Cash Collateral, DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/05/17	Katrina Olsen	.10	Correspond with K&E team re default waivers.
5/08/17	Joshua A Sussberg, P.C.	.30	Correspond with K&E team re waiver and Lola sale.
5/08/17	Austin G Glassman	1.00	Correspond with Company and K&E team re defaults and waiver process (.2); review and analyze budget and compliance reporting materials (.4); review and analyze waivers (.2); telephone conference with client and opposing counsel re same (.2).
5/08/17	Christopher Raidy	.50	Correspond with K&E team re schedules documents from DIP financing.
5/08/17	Katrina Olsen	.20	Correspond with K&E team re default waivers.
5/09/17	Austin G Glassman	.50	Correspond with K&E team re defaults and remedies (.3); telephone conference with client re credit agreement compliance and waivers (.2).
5/09/17	Katrina Olsen	.20	Correspond with K&E team re default waivers.
5/10/17	Austin G Glassman	1.30	Correspond with K&E team and Company re defaults and waiver process including waiver re term loan collateral asset sale proceeds (.4); review and analyze budget and compliance reporting materials (.4); review and analyze waivers (.3); telephone conference with client and opposing counsel re same (.2).
5/10/17	Katrina Olsen	.20	Correspond with K&E team re default waivers.
5/11/17	Austin G Glassman	.80	Correspond with K&E team re defaults and waiver process (.2); review and analyze budget and compliance reporting materials (.3); review and analyze waivers (.1); telephone conference with client and opposing counsel re same (.2).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

7 - Cash Collateral, DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/11/17	Katrina Olsen	.20	Correspond with K&E team re default waivers.
5/12/17	Austin G Glassman	1.00	Review and analyze waiver documents (.4); correspond with Company and lenders re existing defaults (.3); telephone conference with Company re same (.3).
5/12/17	Katrina Olsen	1.50	Correspond with K&E team re default waivers (.3); review and prepare comments to default waivers (1.2).
5/13/17	Benjamin Rhode	.90	Correspond with K&E team re professional fee payment under DIP order (.2); review and analyze DIP order re same (.7).
5/13/17	Austin G Glassman	.50	Correspond with K&E team re defaults and requested waivers.
5/14/17	Austin G Glassman	.80	Review and analyze waiver documents and compliance reporting materials (.4); correspond with K&E team re waivers and open issues with lenders, credit compliance (.4).
5/15/17	Austin G Glassman	.30	Correspond with K&E team re financing issues.
5/16/17	David M Nemecek, P.C.	.30	Telephone conference with K&E team re preparation for office conference.
5/16/17	Austin G Glassman	1.80	Conferences and correspond with K&E team, opposing counsel and Company re contemplated dispositions, cash management and liquidity, case status and related items re credit agreement compliance.
5/16/17	Christopher Raidy	1.00	Prepare and compile signature page packets for waivers to term loan and ABL loan agreements.
5/16/17	Katrina Olsen	1.00	Correspond with K&E team re default waivers (.2); review and prepare default waivers (.8).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

7 - Cash Collateral, DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/16/17	Ciara Foster	.70	Correspond with B. Rhode re DIP default terms (.2); review DIP order and motion re same (.5).
5/17/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re waiver and Lola proceeds.
5/17/17	Benjamin Rhode	.70	Review and analyze sale specific defaults under ABL DIP credit agreement (.5); correspond with C. Foster re same (.2).
5/17/17	Austin G Glassman	.80	Correspond with K&E team, opposing counsel and Company re contemplated dispositions, cash management and liquidity, case status and related items re credit agreement compliance.
5/17/17	Katrina Olsen	.70	Correspond with K&E team re default waivers (.2); review and prepare default waivers (.5).
5/18/17	Joshua A Sussberg, P.C.	.20	Correspond re waiver and discuss same with A. Glassman.
5/18/17	Benjamin Rhode	1.10	Correspond with C. Foster re analysis re sale specific DIP defaults (.4); review and analyze analysis re same (.7).
5/18/17	Austin G Glassman	1.50	Correspond with K&E team re amendments and waivers (.5); correspond with K&E team re credit agreement compliance (.5); correspond with K&E team, lenders and Company re financing issues (.5).
5/18/17	Katrina Olsen	1.30	Correspond with K&E team re default waivers (.2); review and prepare default waivers (1.1).
5/18/17	Ciara Foster	1.10	Review default provisions pursuant to DIP (.5); summarize relevant provisions (.4); correspond with B. Rhode re same (.2).
5/19/17	Austin G Glassman	.30	Correspond with K&E team re financing issues.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

7 - Cash Collateral, DIP Financing

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/19/17	Katrina Olsen	.60	Correspond with K&E team re default waivers (.2); review and prepare default waivers (.4).
5/23/17	Austin G Glassman	.30	Correspond with K&E team re financing issues.
5/23/17	Ciara Foster	.30	Correspond with Company re DIP fee request (.1); correspond with B. Rhode and J. Luze re same (.2).
5/24/17	Benjamin Rhode	.40	Correspond with K&E team re DIP default waivers.
5/24/17	John Luze	.30	Conference and correspond with Weil re DIP waivers.
5/31/17	Katrina Olsen	1.50	Correspond with K&E team re default waivers (.4); review and prepare default waivers (1.1).
		31.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121817
Client Matter: 26990-9

In the matter of Claims Administration & Objections

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 2,852.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 2,852.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

9 - Claims Administration & Objections

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	.10	240.00	24.00
Alexander Burdulia	1.00	555.00	555.00
John Luze	.20	735.00	147.00
Brett Newman	2.70	555.00	1,498.50
Carrie Oppenheim	.70	380.00	266.00
Benjamin Rhode	.40	905.00	362.00
TOTALS	5.10		\$ 2,852.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

9 - Claims Administration & Objections

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/04/17	Benjamin Rhode	.30	Coordinate publication notice of bar date notice.
5/04/17	John Luze	.20	Conference and correspond with B. Rhode re claims bar date publication notice.
5/08/17	Benjamin Rhode	.10	Correspond with Donlin team re bar date publication notice.
5/09/17	Carrie Oppenheim	.40	Review precedent re filing of affidavits of publication re bar date notice (.3); draft notice of filing same (.1).
5/10/17	Carrie Oppenheim	.30	Finalize and file affidavits of publication re bar date notice.
5/10/17	Brett Newman	2.70	Research re claim dischargeability and draft analysis re same.
5/22/17	Alexander Burdulia	1.00	Draft proofs of claim and addendums re directors.
5/25/17	Ryan Besaw	.10	Correspond with C. Oppenheim re recently received proof of claim.
		5.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121818
Client Matter: 26990-10

In the matter of Corporate & Governance Matters

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 16,604.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 16,604.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

10 - Corporate & Governance Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Brett Newman	5.90	555.00	3,274.50
Benjamin Rhode	2.50	905.00	2,262.50
Joshua A Sussberg, P.C.	9.50	1,165.00	11,067.50
TOTALS	17.90		\$ 16,604.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

10 - Corporate & Governance Matters

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Joshua A Sussberg, P.C.	.50	Office conference with B. Nussbaum and C. Marcus.
5/05/17	Joshua A Sussberg, P.C.	.70	Prepare for and participate on board telephone conference.
5/05/17	Brett Newman	.60	Telephonically attend board office conference.
5/12/17	Brett Newman	1.10	Draft board minutes.
5/16/17	Joshua A Sussberg, P.C.	1.50	Telephone conference with H. Patel re status (.2); telephone conference with M. Bloom re same (.1); participate in board telephone conference and follow-up re same (1.2).
5/16/17	Benjamin Rhode	1.30	Telephonically attend board office conference re marketing process, case status.
5/16/17	Brett Newman	1.20	Telephonically attend board office conference.
5/17/17	Joshua A Sussberg, P.C.	1.20	Participate in board telephone conference (1.0); follow-up re same (.2).
5/21/17	Joshua A Sussberg, P.C.	1.10	Telephone conference with R. Rosenberg re status (.1); prepare for board office conference and participate in pre-telephone conference re same (.5); participate in board telephone conference (.5).
5/21/17	Brett Newman	.50	Telephonically attend board office conference.
5/23/17	Joshua A Sussberg, P.C.	1.90	Telephone conference with J. Finger and H. Etlin re board telephone conference (.5); participate in board telephone conference (.9); review and revise letter re observer rights and correspond re same (.4); telephone conference with J. Luze re same (.1).
5/23/17	Brett Newman	.80	Attend board telephone conference.
5/25/17	Joshua A Sussberg, P.C.	.40	Telephone conference with B. Nussbaum re status (.2); correspond re same (.2).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

10 - Corporate & Governance Matters

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/26/17	Joshua A Sussberg, P.C.	1.40	Prepare for and participate in board telephone conference and executive session (1.0); follow-up re same (.4).
5/26/17	Benjamin Rhode	.70	Telephonically participate in board meeting re marketing process and employee/vendor matters.
5/26/17	Brett Newman	1.10	Attend telephone conference with full board and executive session (1.0); prepare for same (.1).
5/31/17	Joshua A Sussberg, P.C.	.80	Participate in board telephone conference to discuss status and next steps (.4); correspond re same (.4).
5/31/17	Benjamin Rhode	.50	Telephonically participate in board meeting re marketing process.
5/31/17	Brett Newman	.60	Telephonically attend board office conference.
		17.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121819
Client Matter: 26990-11

In the matter of Customer, Creditor Communications

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 882.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 882.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

11 - Customer, Creditor Communications

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
John Luze	.30	735.00	220.50
Casey J McGushin	.20	810.00	162.00
Brett Newman	.10	555.00	55.50
Matthew Smart	.80	555.00	444.00
TOTALS	1.40		\$ 882.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

11 - Customer, Creditor Communications

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Casey J McGushin	.20	Revise and finalize order on motion for summary judgment.
5/09/17	Brett Newman	.10	Telephone conference with creditor re received notice.
5/16/17	Matthew Smart	.40	Telephone conference with K. Young re City of Gainesville issues (.3); correspond with J. Luze re same (.1).
5/19/17	Matthew Smart	.40	Telephone conferences with creditors and customers re restructuring issues.
5/23/17	John Luze	.30	Correspond with attorney re employment action stipulation.
		1.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121820
Client Matter: 26990-12

In the matter of Disclosure Statement/Plan/Confirmation

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 71,406.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 71,406.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

12 - Disclosure Statement/Plan/Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	1.80	240.00	432.00
Alexander Burdulia	1.80	555.00	999.00
John Luze	16.90	735.00	12,421.50
Christopher Marcus, P.C.	.90	1,325.00	1,192.50
Brett Newman	17.60	555.00	9,768.00
Carrie Oppenheim	2.50	380.00	950.00
Benjamin Rhode	32.50	905.00	29,412.50
Matthew Smart	15.60	555.00	8,658.00
Joshua A Sussberg, P.C.	6.50	1,165.00	7,572.50
TOTALS	96.10		\$ 71,406.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

12 - Disclosure Statement/Plan/Confirmation

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Joshua A Sussberg, P.C.	.40	Correspond with K&E team and AlixPartners re miscellaneous plan, creditor negotiation matters.
5/02/17	Christopher Marcus, P.C.	.30	Office conference with J. Sussberg re case strategy.
5/02/17	Benjamin Rhode	.90	Review and analyze liquidation analysis (.7); correspond with J. Sussberg re same (.2).
5/04/17	Joshua A Sussberg, P.C.	.60	Telephone conference with H. Etlin re miscellaneous plan, creditor negotiation issues (.4); correspond with H. Etlin re same (.1); correspond with K&E team re same (.1).
5/05/17	Benjamin Rhode	.70	Review and analyze draft motion to extend exclusivity.
5/06/17	Brett Newman	.60	Review and revise motion to extend exclusivity periods.
5/07/17	Benjamin Rhode	2.60	Review, comment on motion to extend exclusivity (2.3); correspond with K&E team re same (.3).
5/07/17	Brett Newman	.60	Review and revise exclusivity motion (.4); correspond with K&E team re same (.2).
5/08/17	Joshua A Sussberg, P.C.	1.10	Review and comment on exclusivity motion (.9); correspond with B. Rhode re same (.2).
5/08/17	Benjamin Rhode	1.80	Telephone conferences with lenders, UCC, K&E team re exclusivity extension (.5); review and analyze liquidation analysis (1.1); correspond with J. Sussberg re same (.2).
5/08/17	John Luze	.60	Review and revise motion to extend exclusivity.
5/08/17	Brett Newman	.90	Review and revise exclusivity extension motion.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

12 - Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/09/17	Joshua A Sussberg, P.C.	.50	Review deal proposal and correspond re same.
5/09/17	Joshua A Sussberg, P.C.	.80	Telephone conferences and correspond with B. Rhode re exclusivity status and next steps (.4); review and analyze edits to exclusivity (.3); correspond with K&E team re same (.1).
5/09/17	Christopher Marcus, P.C.	.30	Review and analyze correspondence re case status.
5/09/17	Carrie Oppenheim	.90	Review and revise exclusivity motion (.3); finalize and file same (.6).
5/09/17	Benjamin Rhode	1.60	Telephone conference with J. Sussberg re liquidation analysis (.4); telephone conference with AlixPartners re same (.3); review and comment on same (.9).
5/09/17	Benjamin Rhode	3.10	Review and comment on motion re extension of exclusivity (1.5); conferences with stakeholders and K&E team re same (.8); coordinate filing re same (.3); review and analyze deal proposal (.5).
5/09/17	Brett Newman	1.10	Review and revise exclusivity extension motion.
5/10/17	Joshua A Sussberg, P.C.	1.40	Review and comment on liquidation analysis (1.2); correspond with K&E team re same (.2).
5/10/17	Benjamin Rhode	2.20	Telephone conference with E. Anderson re liquidation analysis (.8); review and analyze precedent re same (.5); review and comment on notes re same (.9).
5/12/17	John Luze	.20	Correspond with J. Sussberg re DIP milestones and confirmation schedule.
5/13/17	Joshua A Sussberg, P.C.	.70	Telephone conference with Pachulski re status (.5); correspond re same (.2).
5/13/17	Benjamin Rhode	.50	Telephone conferences with UCC and J. Sussberg re marketing process, warehouse lease and settlement proposal.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

12 - Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/14/17	Benjamin Rhode	.20	Correspond with E. Anderson re liquidation analysis.
5/15/17	Benjamin Rhode	1.70	Correspond with AlixPartners re liquidation analysis (.3); review and comment on notes re same (.6); correspond with J. Sussberg re confirmation timeline (.3); review and analyze DIP milestones re same (.5).
5/15/17	Matthew Smart	2.60	Review and revise chapter 11 plan.
5/16/17	Benjamin Rhode	.60	Conferences and correspond with AlixPartners and K&E team re liquidation analysis.
5/17/17	Carrie Oppenheim	.20	Finalize and file certificate of no objection re exclusivity extension motion.
5/17/17	Benjamin Rhode	.80	Review and comment on revised liquidation analysis (.6); correspond with J. Sussberg re same (.2).
5/17/17	Anthony C Abate	.30	Prepare CNOs re exclusivity and removal extension motions.
5/17/17	Brett Newman	.40	Review and revise proposed disclosure statement language (.3); telephone conference with J. Luze re same (.1).
5/18/17	Joshua A Sussberg, P.C.	.40	Telephone conference with B. Rhode re liquidation analysis (.3); review and analyze same (.1).
5/18/17	Benjamin Rhode	1.60	Review and comment on further revised liquidation analysis and related notes (.9); conference and correspond with J. Sussberg re same (.3); conference and correspond with AlixPartners re same (.4).
5/18/17	Alexander Burdulia	1.80	Review and analyze precedent plan projection exhibits (1.4); draft analysis re same (.4).
5/19/17	Carrie Oppenheim	.30	Review and distribute precedent re financial projections.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

12 - Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/19/17	Anthony C Abate	.80	Compile and distribute retail precedent financial projections disclosure statement exhibits.
5/19/17	Brett Newman	2.40	Review and analyze precedent re certain requested insurance language (.7); telephone conference with insurance provider counsel re requested language for plan and disclosure statement (.1); telephone conference with J. Luze re same (.1); review and analyze precedent re plan and disclosure statement language and revise proposed insurance language re same (1.5).
5/20/17	Benjamin Rhode	.30	Correspond with J. Sussberg and AlixPartners re liquidation analysis.
5/21/17	Benjamin Rhode	.30	Review and analyze UST issues re disclosure statement (.2); correspond with J. Luze re same (.1).
5/22/17	Christopher Marcus, P.C.	.30	Review and analyze correspondence re case status.
5/22/17	John Luze	.20	Correspond with Duane Morris re disclosure statement comments.
5/22/17	Brett Newman	2.60	Research caselaw re third party releases (1.9); draft summary re same (.7).
5/23/17	Benjamin Rhode	2.30	Review and analyze UST objection to disclosure statement (.8); review and analyze research re same (.6); review and analyze language for disclosure statement requested by Chubb (.7); correspond with J. Luze re same (.2).
5/23/17	John Luze	.40	Correspond with Duane Morris re disclosure statement language.
5/23/17	John Luze	.30	Telephone conference and correspond with B. Rhode re deal update.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

12 - Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/23/17	Anthony C Abate	.30	Search for and distribute precedent re disclosure statement orders for B. Newman.
5/24/17	Joshua A Sussberg, P.C.	.20	Review and analyze Chubb objection and proposed language (.1); telephone conference with B. Rhode re status (.1).
5/24/17	Benjamin Rhode	.40	Telephone conference with Guggenheim and UCC re case status and settlement negotiation.
5/24/17	John Luze	1.00	Telephone conference with K&E team, Weil and Pachulski re deal status (.5); correspond with Duane Morris re disclosure statement language (.3); correspond with B. Rhode re deal status (.2).
5/24/17	Anthony C Abate	.40	Compile and distribute precedent re plan supplement exhibits re contract/lease assumption and rejection.
5/24/17	Brett Newman	1.70	Review and analyze disclosure statement orders (.8); draft summary re same (.7); correspond with insurance counsel re disclosure statement (.1); telephone conference and correspond with J. Luze re same (.1).
5/25/17	Joshua A Sussberg, P.C.	.20	Telephone conference with B. Rhode re status and hearing (.1); telephone conference with J. Luze re plan modifications (.1).
5/25/17	Carrie Oppenheim	.80	Review and compile precedent re liquidation and sale plans.
5/25/17	Benjamin Rhode	.70	Review, analyze disclosure statement language requested by Chubb (.4); conference and correspond with J. Luze, Chubb re same (.3).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

12 - Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/25/17	John Luze	3.20	Telephone conference and correspond with Duane Morris re disclosure statement language (.6); correspond with Company re same (.2); correspond with B. Rhode re deal status (.3); draft and revise chapter 11 plan (1.8); correspond with B. Rhode re same (.3).
5/26/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re status and timing (.1); telephone conference with B. Rhode re same (.1).
5/26/17	Carrie Oppenheim	.30	Draft notice of adjournment re disclosure statement hearing (.1); finalize and file same (.2).
5/26/17	Benjamin Rhode	.50	Correspond with K&E team, parties in interest re disclosure statement hearing adjournment (.3); review, comment on and coordinate filing of notice re same (.2).
5/26/17	Benjamin Rhode	.60	Review, analyze legal research re solicitation (.4); correspond with J. Sussberg, J. Luze re same (.2).
5/26/17	Matthew Smart	3.70	Review and revise disclosure statement.
5/26/17	John Luze	2.20	Research issues re classification and class treatment (1.2); telephone conference with B. Rhode re deal status and outstanding issues (.4); review and revise chapter 11 plan (.6).
5/26/17	Brett Newman	1.00	Review and analyze US Trustee objection (.4); draft response re same (.6).
5/27/17	John Luze	3.20	Draft and revise chapter 11 plan and disclosure statement.
5/28/17	Benjamin Rhode	3.60	Review, comment on plan of reorganization (3.1); conference and correspond with J. Luze re same (.5).
5/28/17	Brett Newman	3.50	Draft disclosure statement reply.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

12 - Disclosure Statement/Plan/Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/29/17	John Luze	1.80	Draft and revise chapter 11 plan and disclosure statement (1.4); correspond with B. Rhode re same (.4).
5/29/17	Brett Newman	2.10	Draft disclosure statement reply.
5/30/17	Benjamin Rhode	.80	Review, analyze U.S. Trustee's disclosure statement objection (.4); correspond with K&E team re same (.2); correspond with J. Luze re amended plan (.2).
5/30/17	Matthew Smart	4.40	Review and analyze plan updates (1.4); review and analyze transaction term sheet (.8); review and revise disclosure statement (2.1); telephone conference with J. Luze re same (.1).
5/30/17	Brett Newman	.10	Correspond with B. Rhode re disclosure statement.
5/31/17	Benjamin Rhode	4.70	Review, comment on amended plan (3.3); correspond with J. Luze re same (.3); review, comment on DS reply (.4); legal research re same (.5); correspond with K&E team re same (.2).
5/31/17	Matthew Smart	4.90	Review and revise disclosure statement (4.8); telephone conference with J. Luze re same (.1).
5/31/17	John Luze	3.80	Draft and revise chapter 11 plan (.6); draft and revise disclosure statement (1.8); review and revise reply brief in support of disclosure statement (1.4).
5/31/17	Brett Newman	.60	Review and revise disclosure statement reply (.4); correspond with B. Rhode re same (.2).
		96.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121821
Client Matter: 26990-13

In the matter of Employee Issues

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 996.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 996.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

13 - Employee Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher Marcus, P.C.	.40	1,325.00	530.00
Joshua A Sussberg, P.C.	.40	1,165.00	466.00
TOTALS	.80		\$ 996.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

13 - Employee Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/03/17	Christopher Marcus, P.C.	.40	Correspond with K&E team and Company re sale process and WARN issues.
5/16/17	Joshua A Sussberg, P.C.	.40	Telephone conference with M. Staff re incentive plan (.2); correspond with M. Staff and K&E team re same (.2).
		.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121822
Client Matter: 26990-14

In the matter of Executory Contracts/Unexpired Leases

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 33,183.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 33,183.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

14 - Executory Contracts/Unexpired Leases

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	.10	240.00	24.00
Ryan Besaw	.70	240.00	168.00
Ciara Foster	9.30	555.00	5,161.50
Julia Foster	3.00	240.00	720.00
Yates French	.30	965.00	289.50
John Luze	.90	735.00	661.50
Brett Newman	4.50	555.00	2,497.50
Carrie Oppenheim	2.40	380.00	912.00
Benjamin Rhode	14.50	905.00	13,122.50
Matthew Smart	7.90	555.00	4,384.50
Joshua A Sussberg, P.C.	4.50	1,165.00	5,242.50
TOTALS	48.10		\$ 33,183.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

14 - Executory Contracts/Unexpired Leases

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Carrie Oppenheim	1.00	Correspond with B. Rhode and Y. French re final Azria rejection and MSJ order (.3); prepare same for submission to chambers (.7).
5/01/17	Benjamin Rhode	.60	Review and revise order rejecting Lubov employment agreement (.4); correspond with K&E team re same (.2).
5/02/17	Joshua A Sussberg, P.C.	.60	Telephone conference with B. Sandler and R. Feinstein re status, re adversary proceeding (.3); correspond with K&E team re same (.3).
5/03/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re adversary proceeding status.
5/03/17	Benjamin Rhode	1.10	Correspond with Company re lease amendment language (.2); review and comment on same (.9).
5/04/17	Benjamin Rhode	.80	Review and analyze summary re lease amendment deals (.4); correspond with Company re same (.1); correspond with Jefferies re 365(d)(4) deadline (.3).
5/04/17	Anthony C Abate	.10	Distribute all rejection notices for J. Luze.
5/05/17	Joshua A Sussberg, P.C.	.30	Telephone conference with B. Rhode re lease amendments (.2); correspond with K&E team and AlixPartners re rent payments (.1).
5/05/17	Joshua A Sussberg, P.C.	1.50	Correspond with Klee Tuchin re adversary proceeding status (.3); telephone conference with Klee Tuchin re same (.3); telephone conference with M. Bloom re same (.3); telephone conference with C. Marcus re same (.1); telephone conference with Y. French re same (.2); analyze issues re same (.3).
5/05/17	Yates French	.30	Telephone conference with J. Sussberg re adversary proceeding.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

14 - Executory Contracts/Unexpired Leases

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/05/17	Benjamin Rhode	.60	Review and revise L. Azria employment agreement rejection order (.4); correspond with Klee Tuchin and K&E team re same (.2).
5/05/17	Benjamin Rhode	2.40	Review and comment on form language re lease modification agreements (1.7); review and analyze precedent re same (.6); correspond with Company re same (.1).
5/08/17	Carrie Oppenheim	.30	Review critical dates list re contract assumption deadlines (.1); revise postpetition template (.2).
5/08/17	Benjamin Rhode	2.40	Review and comment on lease amendments (2.1); correspond with Company and K&E team re same (.3).
5/08/17	Brett Newman	.20	Research caselaw re contract rejection (.1); correspond with C. Foster re same (.1).
5/09/17	Joshua A Sussberg, P.C.	1.10	Correspond with board re lease status and next steps (.4); review and analyze proposal (.4); telephone conference with M. Bloom re same (.3).
5/09/17	Benjamin Rhode	.30	Correspond with C. Foster re lease amendments.
5/10/17	Benjamin Rhode	1.80	Telephone conference with C. Foster re lease amendments (.1); review and comment on same (1.7).
5/10/17	John Luze	.40	Review and analyze issues re unexpired leases.
5/10/17	Ciara Foster	4.50	Review and revise lease amendments (3.5); telephone conference with B. Rhode re same (.1); correspond with B. Rhode re same (.4); correspond with Company re same (.3); correspond with M. Smart re same (.2).
5/11/17	Joshua A Sussberg, P.C.	.50	Telephone conference with Klee Tuchin re lease amendment (.3); correspond with K&E team re same (.2).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

14 - Executory Contracts/Unexpired Leases

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/11/17	Matthew Smart	2.70	Review and revise lease amendments (2.4); correspond with K&E team re same (.3).
5/11/17	Ciara Foster	1.30	Review and revise lease modifications (1.0); correspond with K&E team re same (.3).
5/12/17	Benjamin Rhode	2.20	Review and comment on lease amendments (1.9); correspond with K&E team re same (.3).
5/12/17	Matthew Smart	2.60	Correspond with B. Rhode re lease amendments (.4); review and revise same (2.2).
5/12/17	John Luze	.20	Conference with Duane Morris re workers' compensation insurance issues.
5/12/17	Ciara Foster	2.50	Review and revise lease modifications (1.9); correspond with B. Rhode re same (.4); correspond with Company re same (.2).
5/13/17	Matthew Smart	2.60	Review and revise lease amendments (2.4); correspond with B. Rhode re same (.2).
5/15/17	Benjamin Rhode	.20	Correspond with K&E team re Azria appeal.
5/16/17	Carrie Oppenheim	.30	Review and file contract rejection notice.
5/16/17	Carrie Oppenheim	.30	Review and analyze designation of Azria appeal.
5/16/17	Julia Foster	.90	Review appellant's designation of record for completeness and accuracy (.6); compile documents re same (.3).
5/18/17	Ciara Foster	1.00	Review and revise lease amendment (.8); correspond with B. Rhode re same (.2).
5/22/17	Joshua A Sussberg, P.C.	.30	Telephone conference with Klee Tuchin re lease extension (.1); correspond with board re same (.1); telephone conference with B. Rhode re same (.1).
5/22/17	Benjamin Rhode	.30	Correspond with K&E team re stipulation re headquarters and warehouse leases.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

14 - Executory Contracts/Unexpired Leases

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/22/17	John Luze	.30	Correspond with landlord re outstanding lease issues.
5/22/17	Brett Newman	.20	Telephone conference with B. Rhode re lease stipulation (.1); review and analyze precedent re same (.1).
5/23/17	Ryan Besaw	.70	Research precedent re motions to assume restated lease agreements.
5/23/17	Brett Newman	2.60	Draft lease amendment (1.9); review and analyze precedent re same (.7).
5/24/17	Carrie Oppenheim	.50	Review procedures and precedent re attorney admissions and pro hac vice to district court.
5/24/17	Julia Foster	2.10	Prepare good standing request letters for S. Hackney and Y. French (.5); prepare pro hac vice motions for SDNY (1.6).
5/26/17	Benjamin Rhode	1.20	Review, comment on lease amendments (1.0); correspond with B. Newman re same (.2).
5/26/17	Brett Newman	1.30	Review and revise lease amendment.
5/30/17	Benjamin Rhode	.20	Correspond with J. Sussberg re lease amendments.
5/30/17	Benjamin Rhode	.40	Review, analyze issues re 365(d)(4).
5/30/17	Brett Newman	.20	Review and revise lease amendments (.1); correspond with B. Rhode re same (.1).
		48.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121823
Client Matter: 26990-15

In the matter of Hearings

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 600.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 600.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

15 - Hearings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Anthony C Abate	.20	240.00	48.00
Beth Friedman	.50	420.00	210.00
Carrie Oppenheim	.90	380.00	342.00
TOTALS	1.60		\$ 600.00

BCBG Max Azria Global Holdings, LLC

15 - Hearings

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/09/17	Anthony C Abate	.20	Draft template re May 23 omnibus hearing agenda.
5/10/17	Carrie Oppenheim	.30	Draft notice of omnibus hearing (.2); review precedent for same (.1).
5/17/17	Carrie Oppenheim	.50	Revise and file notice of scheduled omnibus hearing (.3); correspond with chambers re proposed orders for May omnibus hearing (.2).
5/22/17	Carrie Oppenheim	.10	Finalize and file notice of cancellation re May 23 hearing.
5/30/17	Beth Friedman	.50	Obtain approval and arrange for telephonic appearance for upcoming hearing.
		1.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121825
Client Matter: 26990-17

In the matter of International Matters

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 3,022.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 3,022.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

17 - International Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ian Clarke	.20	750.00	150.00
Benjamin Rhode	1.50	905.00	1,357.50
Joshua A Sussberg, P.C.	1.30	1,165.00	1,514.50
TOTALS	3.00		\$ 3,022.00

BCBG Max Azria Global Holdings, LLC

17 - International Matters

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/02/17	Joshua A Sussberg, P.C.	.10	Correspond with B. Rhode re status of international issues.
5/03/17	Benjamin Rhode	.70	Review and analyze interim manager contract re French proceedings (.5); correspond with J. Sussberg re same (.2).
5/04/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re Europe and status.
5/04/17	Benjamin Rhode	.40	Telephone conferences and correspond with K&E team re foreign director re French proceedings.
5/15/17	Joshua A Sussberg, P.C.	.50	Review and analyze status re French proceedings (.2); correspond with K&E team re same (.3).
5/15/17	Ian Clarke	.20	Correspond with E. Nolan re case status.
5/16/17	Joshua A Sussberg, P.C.	.50	Telephone conference with French counsel re next steps and status.
5/16/17	Benjamin Rhode	.40	Telephone conference with Company, Orrick re France proceeding.
		3.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121826
Client Matter: 26990-18

In the matter of K&E Retention, Fee Applications

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 35,083.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 35,083.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

18 - K&E Retention, Fee Applications

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Besaw	.40	240.00	96.00
Alexander Burdulia	9.10	555.00	5,050.50
Ciara Foster	.80	555.00	444.00
Beth Friedman	3.30	420.00	1,386.00
Allison Graybill	5.50	265.00	1,457.50
Leah Lancaster	8.00	210.00	1,680.00
John Luze	1.70	735.00	1,249.50
Maureen McCarthy	2.30	390.00	897.00
Brett Newman	4.50	555.00	2,497.50
Carrie Oppenheim	.30	380.00	114.00
Benjamin Rhode	4.30	905.00	3,891.50
Elaine S Santucci	14.80	235.00	3,478.00
Matthew Smart	20.30	555.00	11,266.50
Joshua A Sussberg, P.C.	.30	1,165.00	349.50
Sharad Thaper	1.90	645.00	1,225.50
TOTALS	77.50		\$ 35,083.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

18 - K&E Retention, Fee Applications

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Ryan Besaw	.20	Correspond with K&E team re recently filed fee applications.
5/03/17	Beth Friedman	.80	Review expenses in preparation of monthly statement.
5/04/17	Beth Friedman	.60	Review backup to expenses.
5/04/17	Matthew Smart	.70	Correspond with K&E team re April invoice review.
5/05/17	Matthew Smart	2.10	Review April invoices for confidential and privileged information.
5/07/17	Alexander Burdulia	3.10	Review and analyze April invoices re privileged and confidential information.
5/08/17	Beth Friedman	.60	Review and revise expenses in preparation of monthly statement.
5/08/17	Alexander Burdulia	2.60	Review and analyze April invoices re privileged and confidential information.
5/08/17	Sharad Thaper	1.90	Review April invoices for confidential and privileged information.
5/08/17	Brett Newman	3.20	Review April invoices for confidential and privileged information.
5/08/17	Ciara Foster	.80	Review and analyze April invoices re privileged and confidential information.
5/09/17	Elaine S Santucci	.90	Organize and prepare parties for conflicts searching for creditors in preparation for supplemental filing.
5/10/17	Elaine S Santucci	4.30	Organize and prepare parties for conflicts searching for creditors in preparation for supplemental disclosure filing.
5/10/17	Matthew Smart	.80	Correspond with K&E conflicts team re supplemental declaration.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

18 - K&E Retention, Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/11/17	Beth Friedman	.70	Review expenses in preparation of fee statement.
5/11/17	Elaine S Santucci	1.90	Organize and prepare parties for conflicts searching for creditors in preparation for supplemental disclosure filing.
5/11/17	Matthew Smart	.80	Correspond with K&E team re April invoice and fee review.
5/12/17	Elaine S Santucci	1.80	Research for creditors preparation for supplemental disclosure filing.
5/12/17	Matthew Smart	2.10	Review and analyze issues re supplemental disclosure (1.8); correspond with K&E conflicts team re same (.3).
5/14/17	Alexander Burdulia	1.00	Review and analyze April invoices re privileged and confidential information.
5/14/17	Matthew Smart	3.90	Review and analyze April invoices for confidential and privileged information.
5/15/17	Allison Graybill	5.00	Review and analyze disclosure of creditors/entities.
5/15/17	Elaine S Santucci	.50	Research for creditors in preparation for disclosure filing.
5/15/17	Elaine S Santucci	1.00	Organize and prepare parties for conflicts searching for creditors in preparation for disclosure filing.
5/15/17	Elaine S Santucci	3.00	Research and analyze disclosure of creditors in preparation for disclosure filing.
5/15/17	Alexander Burdulia	2.40	Review and analyze April invoices re privileged and confidential information.
5/15/17	Matthew Smart	.20	Correspond with K&E conflicts team re supplemental disclosure.
5/15/17	Brett Newman	1.30	Review April invoices for confidential and privileged information.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

18 - K&E Retention, Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/16/17	Beth Friedman	.60	Review backup to expenses.
5/16/17	Leah Lancaster	8.00	Review and analyze disclosure of creditors/entities (6.3); review and analyze update for supplemental disclosure of creditors/entities (1.7).
5/17/17	Allison Graybill	.50	Organize and review supplemental disclosures re creditors/entities.
5/17/17	Matthew Smart	.60	Compile and review materials re supplemental disclosure.
5/18/17	John Luze	1.70	Review and revise monthly fee statement for privilege and U.S. trustee guideline compliance.
5/22/17	Elaine S Santucci	.50	Research and analyze disclosure of creditors in preparation for supplemental disclosure filing.
5/22/17	Elaine S Santucci	.40	Research and analyze disclosure of creditors in preparation for supplemental disclosure filing.
5/22/17	Matthew Smart	.90	Review and analyze bids re potential conflicts (.8); correspond with K&E conflicts team re same (.1).
5/24/17	Matthew Smart	1.10	Review and analyze conflicts reports re supplemental disclosure.
5/25/17	Carrie Oppenheim	.30	Draft supplemental Sussberg declaration.
5/25/17	Benjamin Rhode	3.60	Review, revise April invoice re compliance with bankruptcy rules and U.S. Trustee guidelines.
5/25/17	Elaine S Santucci	.50	Draft and distribute conflicts correspondence.
5/25/17	Matthew Smart	3.70	Review and analyze conflicts reports re supplemental disclosure (3.2); review and analyze precedent re same (.4); office conference with J. Luze re same (.1).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

18 - K&E Retention, Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/26/17	Matthew Smart	2.80	Draft supplemental declaration (2.2); correspond with K&E team, K&E conflicts team re same (.6).
5/30/17	Maureen McCarthy	2.30	Draft and finalize April fee statement.
5/30/17	Joshua A Sussberg, P.C.	.30	Review and analyze April invoice (.2); correspond with B. Rhode re same (.1).
5/30/17	Benjamin Rhode	.70	Review, comment on K&E fee statement (.5); correspond with K&E team re same (.2);.
5/30/17	Matthew Smart	.60	Review and analyze K&E fee statement (.5); correspond with K&E team re same (.1).
5/30/17	Ryan Besaw	.20	Prepare and file April K&E fee statement.
		77.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121827
Client Matter: 26990-19

In the matter of Non-K&E Retention Matters

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 3,109.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 3,109.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

19 - Non-K&E Retention Matters

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Alexander Burdulia	1.30	555.00	721.50
Ciara Foster	.30	555.00	166.50
John Luze	.20	735.00	147.00
Carrie Oppenheim	2.10	380.00	798.00
Matthew Smart	2.30	555.00	1,276.50
TOTALS	6.20		\$ 3,109.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

19 - Non-K&E Retention Matters

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Carrie Oppenheim	.90	Finalize and file APS monthly staffing report (.3); finalize and file DRC monthly fee statement (.2); review procedures re submission of professional fees (.3); correspond re service of filed documents (.1).
5/01/17	Ciara Foster	.30	Correspond with J. Luze re AlixPartners' March staffing report.
5/03/17	Carrie Oppenheim	.40	Review and file Jefferies monthly fee statement (.3); correspond with Donlin re service of same (.1).
5/08/17	John Luze	.20	Review and analyze issues re professional fee statements.
5/10/17	Alexander Burdulia	1.30	Research re expert witness retention issue (1.0); draft analysis re same (.2); correspond with K&E team re same (.1).
5/11/17	Matthew Smart	2.30	Review and analyze Zolfo fee application (1.4); draft summary re same (.6); correspond with K&E team re same (.3).
5/26/17	Carrie Oppenheim	.60	File DRC second monthly fee statement (.2); prepare tracking chart re OCP declarations (.3); file Orrick declaration (.1).
5/30/17	Carrie Oppenheim	.20	Finalize and file AlixPartners monthly fee statement.
		6.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121828
Client Matter: 26990-20

In the matter of Schedules, SoFAs & MORs

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 2,380.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 2,380.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

20 - Schedules, SoFAs & MORs

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
John Luze	.20	735.00	147.00
Carrie Oppenheim	.40	380.00	152.00
Benjamin Rhode	2.30	905.00	2,081.50
TOTALS	2.90		\$ 2,380.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

20 - Schedules, SoFAs & MORs

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Carrie Oppenheim	.20	Correspond with B. Rhode re monthly operating report (.1); file same (.1).
5/01/17	Benjamin Rhode	.30	Correspond with C. Oppeneheim re filing of monthly operating report.
5/10/17	Benjamin Rhode	.20	Correspond with AlixPartners team re 2015.3 report.
5/24/17	Benjamin Rhode	.40	Correspond with AlixPartners re 2015.3 report.
5/25/17	Benjamin Rhode	.70	Review, comment on monthly operating report (.5); correspond with Company, AlixPartners re same (.2).
5/30/17	Carrie Oppenheim	.20	File monthly operating report.
5/30/17	John Luze	.20	Review and analyze monthly operating report for filing.
5/31/17	Benjamin Rhode	.70	Correspond with AlixPartners team re 2015.3 report (.2); review, comment on same (.5).
		2.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121829
Client Matter: 26990-21

In the matter of Tax Issues

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 11,098.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 11,098.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

21 - Tax Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Thad Davis	6.00	1,125.00	6,750.00
Benjamin Rhode	2.40	905.00	2,172.00
Alison A Skaife	2.30	845.00	1,943.50
Joshua A Sussberg, P.C.	.20	1,165.00	233.00
TOTALS	10.90		\$ 11,098.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

21 - Tax Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/09/17	Thad Davis	1.30	Telephone conference with J. Sussberg re tax issues (.5); correspond with same, AlixPartners re same (.3); review and analyze tax returns re same (.5).
5/09/17	Joshua A Sussberg, P.C.	.20	Telephone conference with T. Davis and B. Rhode re tax issues and status.
5/09/17	Benjamin Rhode	.40	Conferences and correspond with K&E team re tax issues, structuring considerations.
5/09/17	Alison A Skaife	.30	Attend telephone conference with K&E team re asset sale.
5/17/17	Thad Davis	.70	Correspond with creditors re tax issues (.4); telephone conference with Marcum re same (.3).
5/18/17	Thad Davis	.50	Telephone conference with Marcum re capital accounts.
5/19/17	Thad Davis	.80	Telephone conferences with Weil and Marcum re capital accounts and LLC agreement.
5/19/17	Benjamin Rhode	.50	Telephone conference with Marcum, K&E team re tax analysis re possible transactions.
5/19/17	Alison A Skaife	.50	Attend telephone conference with K&E team re tax issues.
5/24/17	Thad Davis	1.50	Telephone conference with Weil and Marcum re capital accounts (1.0); telephone conference with B. Rhode re same (.5).
5/24/17	Benjamin Rhode	1.50	Telephone conference with stakeholders, K&E team re tax structuring issues (1.0); telephone conference with Jefferies, K&E team re same (.5).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

21 - Tax Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/24/17	Alison A Skaife	1.50	Attend telephone conference with L. Rock, Weil team, T. Davis and B. Rhode re capital accounts (1.0); telephone conference with B. Rhode and T. Davis re tax structure (.2); attend telephone conference with K&E team re tax issues (.3).
5/25/17	Thad Davis	.90	Review and analyze draft term sheet (.6); telephone conference with B. Rhode re same (.3).
5/26/17	Thad Davis	.30	Review and analyze terms of potential asset purchase.
		10.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121830
Client Matter: 26990-22

In the matter of Travel

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 4,706.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 4,706.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

22 - Travel

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Benjamin Rhode	5.20	905.00	4,706.00
TOTALS	5.20		\$ 4,706.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

22 - Travel

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/29/17	Benjamin Rhode	2.50	Travel from Chicago to New York for bidder meeting (billed at half time).
5/30/17	Benjamin Rhode	2.70	Travel from New York to Chicago after bidder meeting (billed at half time).
		5.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

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601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121831
Client Matter: 26990-23

In the matter of U.S. Trustee Communications

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 6,340.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 6,340.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

23 - U.S. Trustee Communications

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
John Luze	2.10	735.00	1,543.50
Benjamin Rhode	5.30	905.00	4,796.50
TOTALS	7.40		\$ 6,340.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

23 - U.S. Trustee Communications

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Benjamin Rhode	5.30	Conferences with Company, AlixPartners re preparation for 341 meeting (3.8); attend same (1.5).
5/01/17	John Luze	2.10	Prepare for section 341 meeting of creditors (.6); attend and participate in same (1.5).
		7.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121832
Client Matter: 26990-24

In the matter of Use, Sale & Disposition of Property

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 235,188.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 235,188.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

24 - Use, Sale & Disposition of Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Nathan J Davis	30.80	905.00	27,874.00
Leah Eubanks	18.30	835.00	15,280.50
Ciara Foster	8.80	555.00	4,884.00
Katherine Gause	10.30	555.00	5,716.50
John Luze	5.30	735.00	3,895.50
John Lynn, P.C.	3.20	1,295.00	4,144.00
Carrie Oppenheim	3.00	380.00	1,140.00
Jeffrey S Quinn	1.10	1,195.00	1,314.50
Benjamin Rhode	65.90	905.00	59,639.50
Matthew Smart	10.40	555.00	5,772.00
Joshua A Sussberg, P.C.	70.10	1,165.00	81,666.50
Steven M Toth	21.40	1,115.00	23,861.00
TOTALS	248.60		\$ 235,188.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

24 - Use, Sale & Disposition of Property

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Benjamin Rhode	1.10	Telephone conferences and correspond with Company, stakeholders re lola.com sale.
5/01/17	John Luze	.20	Review and revise marketing process nondisclosure agreement.
5/02/17	Joshua A Sussberg, P.C.	1.40	Telephone conference with M. Barr re marketing process status (.3); correspond with K&E team re same (.7); telephone conference with M. Staff re same (.3); telephone conference with J. Finger re same (.1).
5/02/17	Benjamin Rhode	.50	Telephone conferences and correspond with stakeholders re lola.com sale.
5/03/17	Joshua A Sussberg, P.C.	2.00	Correspond with K&E team re potential buyer (.3); telephone conference with J. Finger re same (.2); correspond with H. Etlin re same (.2); telephone conference with M. Staff re case status (.3); correspond with K&E team re Hilco issue (.2); telephone conference with interested party re potential sale (.2); telephone conference with M. Bloom re Hilco issue (.2); correspond with K&E team re lola.com (.4).
5/03/17	Benjamin Rhode	.40	Correspond with Company, K&E team re lola.com sale.
5/03/17	Nathan J Davis	.20	Correspond with K&E team re disclosure schedules shell.
5/04/17	Benjamin Rhode	1.20	Telephone conferences and correspond with stakeholders re lola.com sale (.5); correspond with debt finance team re collateral issues re same (.4); review and analyze DIP agreements re same (.3).
5/04/17	John Luze	.90	Review and revise intellectual property sale board presentation.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/04/17	Ciara Foster	.50	Review and revise board presentation for sale of lola.com (.3); correspond with J. Luze and B. Rhode re same (.2).
5/05/17	Joshua A Sussberg, P.C.	1.80	Telephone conference with Jefferies and Guggenheim re case status, sale process (.6); correspond with K&E team re same (.4); correspond with K&E team re lola.com sale and status (.4); telephone conference with M. Bloom re sale process (.2); telephone conference with H. Etlin re same (.1); telephone conference with A. Rosenfield re same (.1).
5/05/17	Benjamin Rhode	.80	Review and analyze Chubb reservation of rights re asset sale (.6); correspond with J. Luze re same (.2).
5/08/17	Joshua A Sussberg, P.C.	1.00	Correspond with K&E team re Hilco issue (.2); review and comment on letter re same (.4); telephone conferences with K&E team re case status and next steps (.2); review and analyze Hilco NDA (.2).
5/08/17	Benjamin Rhode	.60	Telephone conferences and correspond with K&E team re lola.com transfer agreement (.5); correspond with Company re same (.1).
5/08/17	Benjamin Rhode	.40	Telephone conferences and correspond with Company, K&E team re disclosure schedules re plan support agreement.
5/08/17	Nathan J Davis	.60	Correspond with K&E team re disclosure schedules shell.
5/09/17	John Lynn, P.C.	.50	Review and analyze proposed domain name sale agreement (.4); correspond with D. Darvall re comments to same (.1).

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5/09/17	Joshua A Sussberg, P.C.	1.30	Telephone conference with J. Finger re case status (.3); correspond with K&E team re same (.3); telephone conference with Carlyle re Bluestar bid (.3); correspond with K&E team re same (.3); telephone conference with M. Bloom re same (.1).
5/09/17	John Luze	1.50	Review and revise lola.com sale motion and declaration in support.
5/09/17	Nathan J Davis	.40	Draft and revise domain name agreement (.2); correspond with K&E team re same (.2).
5/09/17	Ciara Foster	2.80	Review and revise domain name sale motion (2.5); correspond with J. Luze re same (.2); correspond with B. Rhode re same (.1).
5/10/17	John Lynn, P.C.	.20	Review and analyze domain name transfer agreement.
5/10/17	Joshua A Sussberg, P.C.	1.20	Telephone conference with Carlyle re sale process (.3); correspond with K&E team re case status and next steps (.3); telephone conference with J. Finger re Hilco issue (.1); correspond with K&E team re same (.2); telephone conference with B. Rhode and Jefferies re sale process (.3).
5/10/17	Joshua A Sussberg, P.C.	.20	Correspond with K&E team re Lola sale and status.
5/10/17	Carrie Oppenheim	1.10	Draft declaration re lola.com sale (.2); review and analyze precedent re same (.2); review and revise sale motion and notice of hearing (.7).
5/10/17	Benjamin Rhode	1.30	Telephone conferences with Jefferies, J. Sussberg re marketing process.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/10/17	Benjamin Rhode	4.40	Telephone conferences with N. Davis re lola sale (.3); telephone conference with opposing counsel re same (.3); correspond with Company, K&E team re open issues re same (.5); review and analyze revisions to agreement re same (.7); review and comment on motion re same (2.1); review and comment on declaration re same (.5).
5/10/17	John Luze	1.30	Review and revise lola.com sale motion (.8); correspond with Company, Weil, MLB, and PSZJ re same (.3); correspond with AlixPartners re same (.2).
5/10/17	Nathan J Davis	1.80	Draft and revise domain name agreement (.7); correspond with K&E team re same (.3); telephone conference with buyer's counsel re same (.2); draft and revise disclosure schedules (.6).
5/10/17	Ciara Foster	4.00	Review and revise sale motion for domain name lola.com (2.0); draft declaration re same (1.0); review and revise same (.5); correspond with J. Luze and B. Rhode re same (.5).
5/11/17	Joshua A Sussberg, P.C.	1.00	Telephone conferences with J. Finger re sale process (.3); correspond with K&E team re same (.4); correspond with K&E team re Bluestar status (.3).
5/11/17	Benjamin Rhode	2.30	Review and comment on motion to approve lola.com sale (.7); telephone conferences with stakeholders re same (.5); correspond with K&E team re same (.3); review and analyze DIP agreements re same (.4); telephone conference with S. Herman re sale process (.4).
5/11/17	Katherine Gause	3.70	Review and analyze DIP schedules (1.0); review and analyze documents in data room (1.0); review and revise disclosure schedules (1.0); correspond with K&E team re same (.7).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/11/17	Nathan J Davis	1.70	Correspond with K&E team re domain name agreement (.4); draft and revise disclosure schedules (1.3).
5/11/17	Ciara Foster	.50	Review and revise sale motion for domain name lola.com (.2); correspond with B. Rhode and J. Sussberg re same (.3).
5/12/17	Joshua A Sussberg, P.C.	4.00	Telephone conference with Jefferies and M. Bloom re case status (.5); telephone conferences with J. Finger re same (.5); telephone conference with H. Etlin re same (.5); telephone conference with H. Etlin, J. Finger, A. Rosenfield and M. Bloom re same (.5); correspond with K&E team re same (.5); telephone conference with Carlyle re status of Bluestar bid (.5); correspond with K&E team re same (.3); telephone conference with A. Rosenfield and M. Bloom re same (.3); correspond with bidders re potential sale (.4).
5/12/17	Joshua A Sussberg, P.C.	.60	Telephone conference with B. Rhode re IP sale (.2); correspond with K&E team re same (.2); review and analyze IP sale motion (.2).
5/12/17	Carrie Oppenheim	.50	Finalize and file lola.com sale motion (.3); correspond with Donlin team re service of same (.2).
5/12/17	Benjamin Rhode	1.20	Telephone conferences with Jefferies, stakeholders re marketing process (.9); telephone conference with counsel to potential bidder (.3).
5/12/17	Benjamin Rhode	1.80	Review and comment on lola.com sale motion (.7); coordinate filing re same, related declaration (.4); correspond with K&E team re same (.2); telephone conference and correspond with buyer's counsel re same (.5).
5/12/17	John Luze	.20	Review and analyze marketing process nondisclosure agreement.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/12/17	Ciara Foster	1.00	Review and revise lola.com domain name sale motion (.7); correspond with B. Rhode, J. Sussberg re same (.3).
5/14/17	Joshua A Sussberg, P.C.	.70	Telephone conference with M. Bloom, A. Rosenfield, H. Etlin and J. Finger re case status (.3); correspond with K&E team re same and IP issues (.4).
5/15/17	John Lynn, P.C.	.50	Correspond with K&E team re IP issues.
5/15/17	Steven M Toth	.30	Telephone conference with B. Rhode, N. Davis re status and process update.
5/15/17	Joshua A Sussberg, P.C.	2.60	Telephone conference with J. Finger re marketing process status (.3); telephone conference with M. Bloom re same (.3); telephone conference with R. Rosenberg re same (.3); correspond with K&E team re Bluestar status and next steps (.3); correspond with K&E team re IP issues and Marquee (.3); telephone conference with B. Rhode re Blue Star (.1); review and analyze expense reimbursement letter (.2); correspond with AlixPartners and Jefferies re scenario planning (.3); correspond with K&E team re milestones (.5).
5/15/17	Benjamin Rhode	4.20	Telephone conferences and correspond with potential purchaser, Jefferies, K&E team re diligence, sale process (1.6); draft letter re expense reimbursement (.8); correspond with Jefferies, AlixPartners re same (.2); review and comment on schedules re plan sponsor agreement (1.4); correspond with N. Davis re same (.2).
5/15/17	Katherine Gause	.50	Revise disclosure schedules (.4); correspond with K&E team re same (.1).
5/15/17	John Luze	.30	Review and revise marketing process nondisclosure agreement.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/15/17	Nathan J Davis	2.30	Draft and revise disclosure schedules (2.0); correspond with K&E team re same and transaction (.3).
5/16/17	Steven M Toth	.90	Telephone conference with Board, Company, K&E team, B. Rhode, J. Sussberg and other advisors re restructuring and auction update.
5/16/17	Joshua A Sussberg, P.C.	1.60	Telephone conference with H. Etlin, J. Finger and B. Rhode re status and next steps (.5); telephone conference with M. Bloom re same (.6); telephone conference with J. Finger re same (.5).
5/16/17	Benjamin Rhode	2.20	Telephone conference with Jefferies, AlixPartners, K&E team re marketing process, case status (.5); telephone conferences and correspond with Donlin, K&E team re escrow account (.6); correspond with stakeholders re expense reimbursement (.3); review and analyze store closing order (.5); correspond with Company, K&E team re disclosure schedules (.3).
5/16/17	Nathan J Davis	3.00	Draft and revise disclosure schedules (1.0); correspond with K&E team re same and transaction (.1); draft and revise escrow agreement (1.0); telephone conference with BCBG Board (.9).
5/17/17	Steven M Toth	.50	Review and analyze correspondence re deposit escrow (.3); office conference with N. Davis re same (.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/17/17	Joshua A Sussberg, P.C.	2.40	Telephone conference with J. Finger and B. Rhode re marketing process status (.5); correspond with K&E team re same (.2); telephone conference with B. Nussbaum re same (.2); telephone conference with M. Bloom re same (.2); telephone conference with J. Finger re same (.2); telephone conference with R. Morgner re same (.2); correspond with K&E team re Bluestar (.4); review and analyze Jefferies waterfall analysis (.3); correspond with K&E team re same (.2).
5/17/17	Benjamin Rhode	1.70	Telephone conference with board re marketing process status (.4); review, analyze materials re same (.5); correspond with K&E team re escrow agreement (.3); review and analyze same (.5).
5/17/17	Nathan J Davis	2.90	Draft and revise disclosure schedules (.5); correspond with K&E team re same and transaction (.5); draft and revise escrow agreement (.8); office conference with S. Toth re same (.2); telephone conference with BCBG board re marketing process status (.4); prepare for same (.5).
5/18/17	Steven M Toth	.50	Review and analyze escrow agreement, correspondence.
5/18/17	Joshua A Sussberg, P.C.	1.70	Review and analyze waterfall and business plan scenarios (.3); correspond with K&E team re same (.3); telephone conference with J. Finger re same (.3); telephone conference with H. Etlin re same (.3); correspond with K&E team re sale process status (.5).
5/18/17	Benjamin Rhode	1.20	Review and analyze correspondence from potential bidder (.2); correspond with Company re escrow agreement (.3); telephone conferences and correspond with Jefferies, K&E team re marketing process (.7).
5/18/17	Matthew Smart	.40	Correspond and telephone conference with J. Luze, J. Massa re licensing request.

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/18/17	Nathan J Davis	2.30	Draft and revise escrow agreement (2); correspond with K&E team re same and transaction (.3).
5/19/17	Steven M Toth	.80	Review and analyze bid submissions.
5/19/17	Joshua A Sussberg, P.C.	2.80	Correspond with K&E team re bid deadline (.5); telephone conference with J. Finger re case status (.5); telephone conference with A. Rosenfield and M. Bloom re case status and next steps (.5); telephone conference with M. Bloom re same (.5); telephone conference with AlixPartners and Jefferies re waterfall analysis and liquidation analysis (.5); correspond with K&E team re same (.2); telephone conference with B. Rhode re case status (.1).
5/19/17	Benjamin Rhode	4.60	Telephone conferences with Jefferies, AlixPartners, K&E team re waterfall analysis re emergence costs (2.1); review and analyze analysis re same (.8); review and analyze bid submissions by potential purchasers (1.2); correspond with K&E team re same (.2); telephone conference with Jefferies re same (.3).
5/19/17	Nathan J Davis	.70	Draft and revise escrow agreement (.3); correspond with K&E team re same (.2); review and analyze bid submissions (.2).
5/20/17	Joshua A Sussberg, P.C.	1.10	Correspond with K&E team re materials summarizing bids (.2); telephone conference with J. Finger re same (.2); telephone conference with A. Rosenfield re same (.2); telephone conference with R. Rosenberg re case status (.2); telephone conference with S. Reisman re same (.3).
5/20/17	Benjamin Rhode	1.90	Review and comment on presentation summarizing indications if interest (.8); correspond with Jefferies re same (.2); correspond with lenders, UCC re same (.5); correspond with K&E team re marketing process, next steps re same (.4).

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5/20/17	Nathan J Davis	.80	Draft and revise escrow agreement (.3); correspond with K&E team re same (.2); review and analyze bid submissions (.3).
5/21/17	Steven M Toth	1.10	Review and analyze board materials (.5); telephone conference with Board, Company, Jefferies and K&E team re bid submissions (.6).
5/21/17	Joshua A Sussberg, P.C.	.70	Correspond with K&E team re bids with various parties (.3); telephone conference with J. Finger re same (.2); telephone conference with A. Rosenfield re same (.2).
5/21/17	Benjamin Rhode	1.70	Telephone conference with AlixPartners, Jefferies, K&E team re preparation for board call re bid submissions (.5); telephonically participate in board meeting re same (1.0); correspond with J. Sussberg re auction timing (.2).
5/21/17	Nathan J Davis	.60	Draft and revise escrow agreement (.2); correspond with K&E team re same (.2); review and analyze bid submissions (.2).
5/22/17	Joshua A Sussberg, P.C.	4.10	Telephone conferences with J. Finger re case status (.5); telephone conference with J. Langdon re same (.5); correspond with K&E team re auction (.5); telephone conference with J. Frost-Davies re same (.5); telephone conference with Jefferies, Zolfo and Pachulski re same (.5); telephone conference with D. McGuire re same (.5); telephone conference with M. Bloom re same (.5); correspond with K&E team re Marquee and Bluestar (.6).
5/22/17	Carrie Oppenheim	.40	Draft notice of adjournment re auction (.2); review and analyze precedent of same (.2).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/22/17	Benjamin Rhode	1.20	Telephone conference with Jefferies, UCC re bid submissions, next steps re marketing process (.5); review and analyze bidding procedures re consent rights re auction scheduling (.6); correspond with J. Luze re same (.1).
5/22/17	Benjamin Rhode	.90	Draft outline re store liquidation motion (.8); correspond with M. Smart re same (.1).
5/22/17	Matthew Smart	4.40	Draft and revise store liquidation motion.
5/22/17	John Luze	.70	Review and analyze issues re bid procedures (.5); correspond with B. Rhode and J. Sussberg re same (.2).
5/22/17	Nathan J Davis	.30	Draft and revise escrow agreement (.2); correspond with K&E team re same (.1).
5/23/17	Steven M Toth	.90	Telephone conference with Board, Company, K&E team, J. Sussberg and B. Rhode re bids.
5/23/17	Joshua A Sussberg, P.C.	4.80	Telephone conference with A. Rosenfield and J. Finger re case status (.2); telephone conferences with J. Finger re same (.4); telephone conference with J. Finger and R. Morgner re same (.3); telephone conference with J. Finger and S. Herman re next steps (.4); telephone conferences with Marquee re next steps (.4); telephone conference with S. Reisman re status and next steps (.4); review and revise auction adjournment (.4); telephone conference with B. Rhode re same (.4); telephone conference with M. Staff re sale process (.3); telephone conference with H. Etlin re same (.4); review and revise talking points re auction status (.2); telephone conference with banks re sale process (.2); telephone conference with M. Bloom re same (.2); correspond with Canadian counsel re sale status (.6).
5/23/17	Carrie Oppenheim	.20	File notice of adjournment of auction.

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5/23/17	Carrie Oppenheim	.20	Correspond with M. Smart re liquidation motion.
5/23/17	Benjamin Rhode	1.60	Telephonically participate in board meeting re status re marketing process and case (.7); review comment on notice of auction adjournment (.3); review and analyze correspondence to M. Singer re marketing process (.4); review and analyze Marquee correspondence re deposit (.2).
5/23/17	Matthew Smart	5.60	Review and analyze precedent re store closing motions (1.8); research case law re same (.6); review and revise store closing motion (3.2).
5/23/17	John Luze	.20	Correspond with J. Sussberg re auction date.
5/23/17	Nathan J Davis	.80	Draft and revise escrow agreement (.6); correspond with K&E team re same (.2).
5/24/17	John Lynn, P.C.	.50	Correspond with K&E team re approach to sale agreement issues.
5/24/17	Steven M Toth	.30	Review and analyze APA markup.
5/24/17	Joshua A Sussberg, P.C.	5.40	Telephone conferences with J. Finger re case status and next steps (.6); telephone conference with Marquee, Allerton and Guggenheim re asset sale status (.6); conference with Carlyle and Jefferies re same (.6); telephone conference with J. Finger re same (.6); telephone conference with A. Rosenfield re same (.6); telephone conference with M. Barr re case status (.6); telephone conference with UCC advisors re same (.6); telephone conferences with D. McGuire re same (.6); telephone conferences with J. Langdon re same (.6).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/24/17	Benjamin Rhode	3.10	Telephone conference with K&E team re bid submissions, comments to same (.3); review and analyze APA re same (.6); correspond with K&E team re marketing process, next steps re same (1.4); review and analyze revised non-binding indication of interest (.7); correspond with K&E team re same (.1).
5/24/17	Katherine Gause	.70	Review and analyze bid package from Marquee (.3); review and revise schedules (.2); correspond with K&E team re same (.2).
5/24/17	Nathan J Davis	1.70	Draft and revise asset purchase agreement (1.1); correspond with K&E team re same (.4); telephone conference with K&E team re Marquee Brands' bid (.2).
5/25/17	John Lynn, P.C.	.50	Correspond with K&E team re approach to IP portions of sale agreement.
5/25/17	Steven M Toth	4.00	Office conference with J. Sussberg and B. Rhode re plan and strategy (.4); review and analyze APA (2.5); office conference with N. Davis and K. Gause re APA (.5); review and analyze new bid IOI (.6).
5/25/17	Joshua A Sussberg, P.C.	4.80	Telephone conferences with J. Finger re case status and next steps (.5); telephone conference with Allerton and Winston & Strawn re same (.5); telephone conferences with J. Langdon re cooperation agreement (.5); correspond with K&E team re same (.3); telephone conference with M. Bloom re case status (.5); telephone conference with A. Rosenfield re same (.5); correspond with K&E team re Bluestar status (.5); telephone conference with H. Etlin re trade vendor status re sale process (.4) correspond with K&E team re same (.1); telephone conference with M. Torkin re case status and next steps (.5); telephone conference with A. Rosenfield re same (.5).

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5/25/17	Carrie Oppenheim	.30	Draft certification of no objection re lola.com sale motion.
5/25/17	Benjamin Rhode	2.40	Conferences and correspond with J. Finger, J. Sussberg re questions from potential bidders (.6); telephone conferences with K&E team re bidder negotiations (.5); correspond with same re next steps re same (.3); review, analyze bids re same (1.0).
5/25/17	Katherine Gause	3.90	Office conference with S. Toth re deal status and next steps (.2); telephone conference with N. Davis re purchase agreement (.2); review and revise purchase agreement (3.5).
5/25/17	Nathan J Davis	3.60	Draft and revise asset purchase agreement and disclosure schedules (3.4); correspond with K&E team re same (.2).
5/26/17	Steven M Toth	1.40	Review and analyze correspondence re bids (.2); telephone conference with Board, Company, AlixPartners, Jefferies and K&E team re same (1.2).
5/26/17	Joshua A Sussberg, P.C.	6.60	Telephone conferences with J. Finger re case status, asset sale (.6); telephone conference with M. Torkin re same (.6); correspond with K&E team re same (.6); telephone conference with Allerton, Winston and J. Finger re same (.6); telephone conferences with B. Rhode re same (.3); review and revise agreement on cooperation (.6); review and revise Bluestar letter (.6); telephone conference with AlixPartners and Jefferies re waterfall analysis (.3); correspond with K&E team re same (.3); telephone conference with M. Bloom re case status (.3); telephone conference with J. Finger and M. Bloom re same (.3); correspond with McGuire Woods re same (.3); telephone conference with G. Gartland re case status and next steps (.3); telephone conference with R. Rosenberg re case status (.3); telephone conference with J. Finger re GBG APA (.3); correspond with K&E team re same (.3).

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5/26/17	Benjamin Rhode	5.00	Telephone conferences and correspond with Jefferies, AlixPartners, K&E teams re bidder negotiations (1.6); review, comment on expense reimbursement letter (.5); correspond with bidder re same (.2); review, comment on cooperation agreement (1.2); correspond with bidder re same (.1); correspond with J. Sussberg re same (.3); review, comment on APA markup (.7); review, analyze exit cost analysis (.4).
5/26/17	Katherine Gause	1.50	Review and analyze revised purchase agreement (.7); review and revise schedules (.7); correspond with K&E team re same (.1).
5/26/17	Nathan J Davis	1.40	Draft and revise asset purchase agreement and disclosure schedules (1.0); correspond with K&E team re same (.2); telephone conference with Board re bid process (.2).
5/27/17	Steven M Toth	3.80	Review and revise APA (3.1); correspond with K&E team, Marquee re cooperation agreements (.7).
5/27/17	Joshua A Sussberg, P.C.	4.60	Review and revise Marquee cooperation agreement (3.0); telephone conferences with J. Finger re same (.1); telephone conference with H. Etlin re same (.1); telephone conference with J. Langdon re same (.1); telephone conference with A. Rosenfield and M. Bloom re same (.1); telephone conference with B. Sandler re case status (.1); telephone conferences with B. Rhode re same (.2); telephone conference with J. Luze re same (.2); review and analyze revised agreement (.2); telephone conference with M. Torkin re status (.2); correspond with K&E team re final agreement (.2); telephone conference with D. McGuire re same (.1).

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<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/27/17	Benjamin Rhode	4.60	Conferences and correspond with K&E team, Allerton Funding, bidders re cooperation and expense reimbursement agreement (1.7); review, revise same (1.1); conferences and correspond with stakeholders re same (.7); correspond with Board re same (.2); draft timeline re definitive documentation (.8); correspond with K&E team re same (.1).
5/27/17	Nathan J Davis	.50	Draft and revise asset purchase agreement and disclosure schedules (.4); correspond with K&E team re same (.1).
5/28/17	Steven M Toth	1.10	Review and analyze APA and term sheet (.9); correspond with K&E team re same (.2).
5/28/17	Joshua A Sussberg, P.C.	1.70	Telephone conferences with J. Finger re case status, asset sale (.3); telephone conference with AlixPartners and Jefferies re office conference with Marquee and GBG (.7); telephone conference with M. Bloom and A. Rosenfield re case status, asset sale (.3); correspond with B. Rhode re sale status (.2); correspond with K&E team re GBG and Marquee deals (.1); review and analyze Bluestar letter (.1).
5/28/17	Benjamin Rhode	2.30	Review, comment on bidder APA (2.1); correspond with K&E team re same (.2).
5/28/17	Leah Eubanks	6.40	Draft and revise asset purchase agreement.
5/28/17	Nathan J Davis	1.10	Draft and revise asset purchase agreement and disclosure schedules (1.0); correspond with K&E team re same (.1).
5/29/17	Steven M Toth	1.20	Review and analyze APA and term sheet (.8); correspond with K&E team re same (.4).
5/29/17	Joshua A Sussberg, P.C.	.50	Telephone conference with J. Finger re status, asset sale (.3); review and analyze GBG joinder (.1); correspond with K&E team re status and office conference (.1).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

24 - Use, Sale & Disposition of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/29/17	Benjamin Rhode	.80	Coordinate logistics re Tuesday's meeting with Company, AlixPartners, Jefferies, bidders.
5/29/17	Leah Eubanks	7.40	Draft and revise asset purchase agreement.
5/30/17	John Lynn, P.C.	.50	Correspond with K&E team re approach to APA.
5/30/17	Jeffrey S Quinn	1.10	Review and research questions re APA and COBRA issues (.8); correspond with K&E team re same (.3).
5/30/17	Steven M Toth	2.70	Telephone conference with Company advisers, K&E team, J. Sussberg, B. Rhode and bidder re office conference, operations, and potential bid (2.4); office conference with L. Eubanks re APA (.3).
5/30/17	Joshua A Sussberg, P.C.	5.90	Attend office conference with Marquee, GBG and Gordon Brothers (2.4); correspond with K&E team re same (.5); telephone conferences with M. Bloom re same (.5); telephone conference with A. Rosenfield (.5); telephone conferences with J. Finger re sale process (.5); review and analyze Marquee APA (.3); office conference with B. Rhode re same (.2); correspond with K&E team re next steps and case status (.5); telephone conference with Sullivan Cromwell re Blue Star bid (.3); review and analyze letter re same (.2).
5/30/17	Carrie Oppenheim	.30	Finalize, file certificate of no objection re lola.com sale (.2); correspond with B. Friedman re submission to chambers (.1).
5/30/17	Benjamin Rhode	6.80	Prepare for and attend conferences with company, AlixPartners, Jefferies, bidders, K&E team re bids, emergence costs, process (5.1); correspond with Marquee counsel re comments to APA (.2); review, analyze comments to same (1.2); conference and correspond with J. Sussberg re same (.3).

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

24 - Use, Sale & Disposition of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/30/17	Leah Eubanks	4.10	Review and revise asset purchase agreement (3.1); participate in telephone conference with S. Toth, J. Sussberg and client re sale of assets (1.0).
5/30/17	Nathan J Davis	2.60	Draft and revise asset purchase agreement and disclosure schedules (2.0); correspond with K&E team re same (.3); telephone conference with bidders (.3).
5/31/17	John Lynn, P.C.	.50	Correspond with K&E team re approach to purchase agreement.
5/31/17	Steven M Toth	1.90	Participate in executive session with Company, advisors, K&E team, J. Sussberg and B. Rhode re bids and status (.7); review and analyze revised bids (.5); telephone conference with bidder, B. Rhode, and N. Davis re APA (.7).
5/31/17	Joshua A Sussberg, P.C.	3.60	Telephone conference with A. Rosenfield re case status, asset sale (.5); telephone conferences with J. Finger re same (.5); telephone conference with J. Langdon re Marquee asset purchase agreement (.5); telephone conference with M. Torkin re case status, asset sale (.5); telephone conference with J. Finger and M. Bloom re same (.5); telephone conference with A. Rosenfield and M. Bloom re same (.6); telephone conference with H. Etlin re same (.5).
5/31/17	Benjamin Rhode	3.70	Conferences with bidders, Jefferies, AlixPartners, K&E team re status of definitive documentation, next steps re same (1.7); conference with IP bidder re APA markup (.5); correspond with lola.com buyer, company re order (.2); review, analyze transaction proposal (1.0); correspond with J. Sussberg re same (.3).
5/31/17	Leah Eubanks	.40	Review and revise asset purchase agreement.

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

24 - Use, Sale & Disposition of Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/31/17	Nathan J Davis	1.50	Draft and revise asset purchase agreement and disclosure schedules (1.0); telephone conference with bidder's counsel re asset purchase agreement (.5).
		248.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121833
Client Matter: 26990-25

In the matter of Utilities

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$ 277.50
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 277.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

25 - Utilities

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ciara Foster	.50	555.00	277.50
TOTALS	.50		\$ 277.50

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

25 - Utilities

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/01/17	Ciara Foster	.50	Correspond with utility providers re adequate assurance request.
		.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

June 30, 2017

BCBG Max Azria Global Holdings, LLC
2761 Fruitland Avenue
Vernon, CA 90058

Attention: Deborah Rieger-Paganis

Invoice Number: 5121834
Client Matter: 26990-26

In the matter of Expenses

For legal services rendered through May 31, 2017 (see attached Description of Legal Services for detail)	\$.00
For expenses incurred through May 31, 2017 (see attached Description of Expenses for detail)	<u>\$ 39,465.41</u>
Total legal services rendered and expenses incurred	\$ 39,465.41

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

26 - Expenses

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
3/01/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, JULIA, 3/1/2017	47.17
3/01/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 3/1/2017	73.86
3/01/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/1/2017	31.30
3/02/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/2/2017	125.20
3/02/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, JULIA, 3/2/2017	62.90
3/02/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 3/2/2017	3.97
3/05/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/5/2017	120.46
3/07/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/7/2017	35.41
3/08/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/8/2017	78.25
3/08/17	John Luze, Taxi, OT transportation	12.00
3/08/17	John Luze, Overtime Meals - Attorney, OT transportation	6.62
3/09/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/9/2017	78.25
3/09/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/9/2017	15.65
3/10/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 3/10/2017	139.62
3/11/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/11/2017	62.60
3/11/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, PICKERT, TIMOTHY, 3/11/2017	47.17
3/12/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, PICKERT, TIMOTHY, 3/12/2017	31.45
3/13/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/13/2017	322.64
3/13/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/13/2017	156.50
3/14/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, THAPER, SHARAD, 3/14/2017	62.60
3/14/17	John Luze, Taxi, OT transportation	12.00
3/14/17	John Luze, Overtime Meals - Attorney, OT transportation	7.65
3/15/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/15/2017	31.30
3/16/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/16/2017	46.95

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

26 - Expenses

3/16/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 3/16/2017	26.68
3/16/17	John Luze, Taxi, OT transportation	11.50
3/17/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/17/2017	46.95
3/17/17	VITAL TRANSPORTATION INC, Passenger: PATEL,VISHAL Overtime Transportation, Date: 3/7/2017	38.26
3/18/17	Casey McGushin, Cell Phone Calls, Verizon 02/19/2017 to 03/18/2017, Meeting	6.38
3/18/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 3/18/2017	31.45
3/19/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 3/19/2017	105.31
3/20/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/20/2017	15.65
3/20/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 3/20/2017	15.72
3/20/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 3/20/2017	95.14
3/21/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, PICKERT, TIMOTHY, 3/21/2017	47.17
3/22/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/22/2017	31.30
3/22/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/22/2017	62.60
3/22/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 3/22/2017	19.70
3/23/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/23/2017	78.25
3/23/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/23/2017	308.26
3/23/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, JULIA, 3/23/2017	161.22
3/23/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 3/23/2017	19.85
3/24/17	VITAL TRANSPORTATION INC, Passenger: OPPENHIEM CARRIE, Local Transportation, Date: 3/2/2017	214.96
3/24/17	VITAL TRANSPORTATION INC, Passenger: FRENCH,YATES Transportation to/from airport, Date: 3/15/2017	86.09
3/24/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, JULIA, 3/24/2017	33.83
3/25/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 3/25/2017	89.58
3/26/17	BOSTON COACH CORPORATION, Transportation to/from airport, BENJAMIN MICHAEL RHODE, pick up at LaGuardia Airport New York NY and drop off at WEST 56TH STREET NEW YORK NY	195.55
3/27/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/27/2017	15.65

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

26 - Expenses

3/27/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 3/27/2017	278.28
3/27/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, LEE, DAMING, 3/27/2017	517.40
3/28/17	E-EMPIRE DISCOVERY LLC - 148 MADISON AVENUE 9TH FLOOR (TP), Outside Copy/Binding, Blowbacks, Assembly, etc.	1,861.33
3/28/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 3/28/2017	230.47
3/28/17	UNITED DISPATCH, Overtime Transportation, U DIKE, 03/28/2017	52.00
3/28/17	SEAMLESS NORTH AMERICA LLC, Roman Bielski, Overtime Meals - Attorney, 3/28/2017	20.00
3/29/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 3/29/2017	262.56
3/29/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/29/2017	147.01
3/29/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 3/29/2017	78.25
3/30/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 3/30/2017	110.07
3/30/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 3/30/2017	31.30
3/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Conference calls and taxes	3.45
3/31/17	VITAL TRANSPORTATION INC, Passenger: KUPSKY HANNAH, Local Transportation, Date: 3/24/2017	71.23
3/31/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Court Costs and Fees, Teleconferences, telephonic hearings, etc.	2.16
3/31/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 3/31/2017	253.03
4/01/17	Abigail Pidgen, Cell Phone Calls, Intercity 03/22/2017 to 03/22/2017, Call charges re BCBG	5.48
4/01/17	Elaine Nolan, Cell Phone Calls, Intercity 03/05/2017 to 03/21/2017, Call charges re BCBG	7.49
4/03/17	RESTRUCTURING CONCEPTS LLC, Computer Database Research, Chapter 11 Dockets Usage for 04/2017, Alexander Burdulia	63.00
4/04/17	RESTRUCTURING CONCEPTS LLC, Computer Database Research, Chapter 11 Dockets Usage for 04/2017, Alexander Burdulia	54.00
4/04/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/4/2017	123.08
4/05/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/5/2017	98.78
4/06/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, NEWMAN, BRETT V, 4/6/2017	77.61
4/06/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/6/2017	77.61

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

26 - Expenses

4/07/17	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSHUA, Local Transportation, Date: 3/28/2017	171.88
4/07/17	VITAL TRANSPORTATION INC, Passenger: FRENCH, YATES Transportation to/from airport, Date: 3/26/2017	71.21
4/07/17	VITAL TRANSPORTATION INC, Passenger: HACKENY STEPHEN, Transportation to/from airport, Date: 3/26/2017	79.01
4/07/17	VITAL TRANSPORTATION INC, Passenger: MCGUSHIN CASEY, Transportation to/from airport, Date: 3/26/2017	70.43
4/07/17	VITAL TRANSPORTATION INC, Passenger: LUZE, JOHN, R, Transportation to/from airport, Date: 3/27/2017	70.43
4/07/17	VITAL TRANSPORTATION INC, Passenger: OPPENHEIM CARRIE, Transportation to/from airport, Date: 3/27/2017	85.79
4/07/17	VITAL TRANSPORTATION INC, Passenger: MCGUSHIN CASEY, Transportation to/from airport, Date: 3/28/2017	54.84
4/07/17	VITAL TRANSPORTATION INC, Passenger: LUZE, JOHN, R, Transportation to/from airport, Date: 3/29/2017	62.64
4/07/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, NEWMAN, BRETT, 4/7/2017	25.09
4/07/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/7/2017	155.22
4/08/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 4/8/2017	257.90
4/08/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/8/2017	77.61
4/09/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/9/2017	216.96
4/09/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 4/9/2017	869.91
4/09/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/9/2017	19.40
4/10/17	LEXISNEXIS, LexisNexis Research, BURDULIA, ALEXANDER, 4/10/2017	293.94
4/11/17	RESTRUCTURING CONCEPTS LLC, Computer Database Research, Chapter 11 Dockets Usage for 04/2017, Alexander Burdulia	29.00
4/11/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, CIARA, 4/11/2017	59.52
4/11/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, NEWMAN, BRETT V, 4/11/2017	97.01
4/11/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/11/2017	209.32
4/11/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 4/11/2017	218.23
4/11/17	LEXISNEXIS, LexisNexis Research, BURDULIA, ALEXANDER, 4/11/2017	337.93
4/11/17	John Luze, Taxi, OT transportation	12.00
4/12/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/12/2017	98.78
4/13/17	UNITED DISPATCH, Overtime Transportation, C OPPENHEIM, 04/13/2017	30.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

26 - Expenses

4/14/17	VITAL TRANSPORTATION INC, Passenger: HACKNEY STEVEN, Transportation to/from airport, Date: 3/28/2017	221.90
4/14/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/14/2017	209.32
4/15/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/15/2017	46.45
4/17/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, BURDULIA, ALEXANDER, 4/17/2017	214.02
4/17/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/17/2017	252.24
4/18/17	Stephen Hackney, Airfare, From Chicago, IL to New York, NY to Chicago, IL 04/23/2017 to 04/24/2017, Attend court hearing	829.28
4/18/17	Stephen Hackney, Agency Fee, Attend court hearing	58.00
4/18/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, NEWMAN, BRETT, 4/18/2017	38.81
4/18/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/18/2017	38.81
4/18/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/18/2017	116.42
4/18/17	Yates French, Taxi, Transportation	18.00
4/19/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, NEWMAN, BRETT, 4/19/2017	207.55
4/19/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/19/2017	181.49
4/19/17	Yates French, Taxi, Transportation	18.00
4/20/17	Yates French, Airfare, Chicago to LGA (LGA Final Destination) 04/22/2017 to 04/22/2017, Client Meeting	456.98
4/20/17	Yates French, Agency Fee, Client Meeting	58.00
4/20/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, FOSTER, JULIA, 4/20/2017	58.21
4/20/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/20/2017	38.81
4/20/17	Yates French, Taxi, Transportation	18.00
4/20/17	Casey McGushin, Overtime Meals - Attorney, OT Meal	19.93
4/21/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/21/2017	58.21
4/22/17	Yates French, Taxi, Client Meeting	48.00
4/22/17	Yates French, Lodging, New York, NY 04/22/2017 to 04/24/2017, Client Meeting	566.98
4/22/17	Yates French, Travel Meals, Chicago, IL Client Meeting	55.61
4/22/17	Casey McGushin, Overtime Meals - Attorney, OT Meal	12.30
4/23/17	Stephen Hackney, Lodging, New York, NY 04/23/2017 to 04/24/2017, Attend court hearing	350.00
4/23/17	Stephen Hackney, Travel Meals, New York, NY Attend court hearing. Yates French, Casey McGushin	300.00
4/23/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, MCGUSHIN, CASEY, 4/23/2017	129.94
4/24/17	Yates French, Internet, Client Meeting	10.00

Legal Services for the Period Ending May 31, 2017

BCBG Max Azria Global Holdings, LLC

26 - Expenses

4/24/17	Stephen Hackney, United In-Flight Wifi Internet, Attend court hearing	5.00
4/24/17	Josh Sussberg, Taxi, Taxi from court	26.16
4/24/17	Yates French, Airfare, LGA to Chicago (Chicago final destination) 04/24/2017 to 04/24/2017, Client Meeting	389.08
4/24/17	Yates French, Agency Fee, Client Meeting	58.00
4/24/17	Stephen Hackney, Agency Fee, Attend court hearing	58.00
4/24/17	Yates French, Travel Meals, New York, NY, Client Meeting	22.33
4/24/17	Stephen Hackney, Travel Meals, New York, NY, Attend court hearing.	20.00
4/25/17	Overnight Delivery, Fed Exp to: Hon. Shelley C. Chapman Chambe, NEW YORK,NY from: Carrie Sroka	17.72
4/26/17	E-VERITEXT - PO BOX 71303 (NT), Court Reporter Deposition, Original, Electronic & Certified Transcripts, etc.	929.89
4/26/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/26/2017	13.52
4/26/17	Ciara Foster, Taxi, OT transportation.	44.12
4/26/17	Yates French, Taxi, Transportation	18.00
4/26/17	Benjamin Rhode, Taxi, Overtime Transportation / Sun Taxi	20.00
4/26/17	Ciara Foster, Overtime Meals - Attorney, OT meal	20.00
4/27/17	Yates French, Airfare, Chicago - Philadelphia, PA (PA final desintation) 04/30/2017 to 04/30/2017, Client Meeting	384.98
4/27/17	Yates French, Agency Fee, Client Meeting	58.00
4/27/17	Benjamin Rhode, Airfare, New York, NY 04/30/2017 to 05/05/2017, Meeting	778.17
4/27/17	Benjamin Rhode, Agency Fee, Meeting	21.00
4/27/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/27/2017	116.42
4/27/17	SEAMLESS NORTH AMERICA LLC, Matthew Smart, Overtime Meals - Attorney, 4/27/2017	20.00
4/27/17	Ciara Foster, Overtime Meals - Attorney, OT meal	20.00
4/28/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (NT) Transportation to/from Airport, N LAKEWOOD AVE CHICAGO IL 60614 to Chicago Midway International Airport 04/22/2017	96.85
4/28/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (NT) Transportation to/from Airport, Chicago O'hare International Airport to N LAKEWOOD AVE CHICAGO IL 60614 04/24/2017	84.75
4/28/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (NT) Transportation to/from Airport, ORRINGTON AVENUE EVANSTON IL 60201 to Chicago O'hare International Airport 04/23/2017	92.80
4/28/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (NT) Transportation to/from Airport, Chicago O'hare International Airport to ORRINGTON AVENUE EVANSTON IL 60201 04/24/2017	96.80
4/28/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (NT) Transportation to/from Airport, West Belmont Avenue Chicago IL 60618 to Chicago O'hare International Airport 04/23/2017	80.75
4/28/17	E-CROWN CARS & LIMOUSINES - S WOLF ROAD (NT) Transportation to/from Airport, LaGuardia Airport to West 56TH Street New York NY 10019 04/23/2017	118.80

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4/28/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (NT) Transportation to/from Airport, Chicago O'hare International Airport to West Belmont Avenue Chicago IL 60618 04/24/2017	84.75
4/28/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (NT) Transportation to/from Airport, WEST HURON STREET CHICAGO IL 60654 to Chicago Midway International Airport 04/23/2017	80.75
4/28/17	E-CROWN CARS & LIMOUSINES - 2440 S WOLF ROAD (NT) Transportation to/from Airport, Chicago Midway International Airport to W HURON STREET CHICAGO IL 60654 04/24/2017	84.75
4/28/17	THOMSON REUTERS - WEST PUBLISHING CORP, Westlaw Research, SMART, MATTHEW, 4/28/2017	19.40
4/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, Teleconference Services	1.39
4/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, April Teleconferences	21.38
4/30/17	Benjamin Rhode, United In-Flight Wifi Internet, Meeting	4.99
4/30/17	E-WEST UNIFIED COMMUNICATIONS SERVICES INC - 15272 COLLECTIONS CENTER DRIVE (TP), Teleconference, April teleconferences	16.25
4/30/17	Yates French, Lodging, Philadelphia, PA 04/30/2017 to 05/01/2017, Client Meeting	263.07
4/30/17	John Luze, Airfare, New York, NY 05/01/2017 to 05/05/2017, Meetings	778.17
4/30/17	John Luze, Agency Fee, Meetings	58.00
4/30/17	Yates French, Travel Meals, Chicago, IL Client Meeting	35.87
4/30/17	Yates French, Travel Meals, Philadelphia, PA Client Meeting	100.00
4/30/17	Benjamin Rhode, Travel Meals, Chicago Internat'l Airport, IL Meeting	57.56
4/30/17	E-TRANSPERFECT DOCUMENT MANAGEMENT INC - 3 PARK AVENUE, 39TH FLOOR (TP), Court Costs and Fees, Oversized Duplication Svcs., etc.	117.59
4/30/17	E-COMPANY REGISTRATIONS ONLINE LIMITED - CARPENTER COURT, Outside Retrieval Service, CRO Monthly Invoice April 2017	5.17
5/01/17	Tabs/Indexes/Dividers	19.50
5/01/17	Production Blowbacks	77.10
5/01/17	Benjamin Rhode, Taxi, Meeting	26.75
5/01/17	Yates French, Lodging, Wilmington, DE 05/01/2017 to 05/02/2017, Client Meeting	350.00
5/01/17	John Luze, Lodging, New York, NY 05/01/2017 to 05/02/2017, Meetings	350.00
5/01/17	Benjamin Rhode, Travel Meals, New York, NY, Meeting	14.50
5/01/17	Benjamin Rhode, Travel Meals, New York, NY, Meeting	50.37
5/01/17	John Luze, Travel Meals, New York, NY Meetings	13.75
5/01/17	John Luze, Travel Meals, New York, NY, Meetings	8.73
5/01/17	SEAMLESS NORTH AMERICA LLC, Uzoma O Dike, Overtime Meals - Attorney, 5/1/2017	20.00
5/02/17	Scanned Images	.20
5/02/17	Yates French, Airfare, Philadelphia, PA - Chicago, IL (CHGO Final Destination) 05/02/2017 to 05/02/2017, Client Meeting	384.98
5/02/17	Yates French, Agency Fee, Client Meeting	58.00
5/02/17	Yates French, Travel Meals, Philidelphia, PA Client Meeting	32.45

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5/02/17	Yates French, Travel Meals, Wilmington, DE Client, Meeting	23.60
5/02/17	John Luze, Travel Meals, New York, NY Meetings	8.73
5/02/17	John Luze, Travel Meals, New York, NY, Meetings	11.22
5/03/17	E-DIALCAR INC - 2104 AVENUE X (TP), Local Transportation, Car Service Charges	35.64
5/03/17	Benjamin Rhode, Travel Meals, New York, NY Meeting	13.07
5/03/17	Benjamin Rhode, Travel Meals, New York, NY, Meeting	28.31
5/03/17	Benjamin Rhode, Travel Meals, New York, NY, Meeting	8.92
5/04/17	Benjamin Rhode, Other, Publication of Bar Date Notice of BCBG / Miller Advertising Agency, Inc.	15,380.28
5/05/17	Standard Prints	2.40
5/05/17	Standard Prints	5.00
5/05/17	Benjamin Rhode, Travel Meals, Flushing, NY LaGuardia Airport, Meeting	22.24
5/05/17	Benjamin Rhode, Travel Meals, Flushing, NY LaGuardia Airport, Meeting	9.34
5/06/17	Benjamin Rhode, Internet, Meeting	7.95
5/09/17	Standard Prints	5.00
5/09/17	Standard Prints	3.30
5/09/17	Standard Prints	5.70
5/09/17	Overnight Delivery, Fed Exp to: INTERCONTINENTAL THE CLEMENT MO MONTEREY,CA from: Mary Stump	45.19
5/10/17	Standard Prints	.20
5/10/17	Standard Prints	.20
5/10/17	Standard Prints	.60
5/10/17	Standard Prints	.50
5/10/17	Color Prints	1.65
5/10/17	Color Prints	2.75
5/10/17	Color Prints	1.65
5/10/17	Color Prints	3.85
5/10/17	Color Prints	2.75
5/10/17	Color Prints	2.20
5/10/17	Color Prints	1.65
5/10/17	Color Prints	1.10
5/10/17	Color Prints	2.20
5/10/17	Color Prints	1.65
5/10/17	Scanned Images	.40
5/10/17	Scanned Images	.30
5/10/17	Scanned Images	.60
5/10/17	Postage	1.15
5/10/17	Matthew Smart, Taxi, Overtime Transportation	16.89
5/11/17	Standard Prints	2.60
5/11/17	Standard Prints	3.50
5/11/17	Standard Prints	4.00
5/11/17	Color Prints	14.30
5/12/17	Standard Prints	.30
5/12/17	Color Prints	1.10
5/12/17	Color Prints	1.10
5/12/17	Color Prints	1.65

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5/12/17	Color Prints	2.75
5/12/17	Color Prints	2.20
5/12/17	Color Prints	2.75
5/12/17	Color Prints	2.20
5/12/17	Color Prints	3.30
5/12/17	Color Prints	2.75
5/12/17	Color Prints	2.75
5/12/17	Color Prints	2.20
5/12/17	Color Prints	3.30
5/12/17	Scanned Images	.40
5/12/17	Scanned Images	.40
5/12/17	Scanned Images	.50
5/12/17	Scanned Images	.60
5/12/17	Scanned Images	.60
5/15/17	Standard Prints	.30
5/15/17	Standard Prints	3.00
5/16/17	Standard Prints	2.00
5/16/17	E-TIM'S LIMOUSINE COMPANY - MOONBEAM AVE (NT), Transportation to/from Airport, 05/10/17 Joshua Sussberg from LAX United Fl 1241 to Vernon/Four Seasons	300.00
5/17/17	Standard Prints	1.20
5/17/17	Standard Prints	31.50
5/17/17	Standard Prints	.70
5/18/17	Standard Prints	1.00
5/18/17	Standard Prints	2.50
5/18/17	Color Prints	3.85
5/18/17	Color Prints	1.65
5/18/17	Color Prints	2.20
5/18/17	Color Prints	19.25
5/22/17	Standard Prints	8.10
5/22/17	Standard Prints	2.40
5/22/17	Standard Prints	.60
5/23/17	Standard Prints	3.50
5/23/17	Standard Prints	9.80
5/23/17	Color Prints	22.00
5/23/17	Color Prints	19.80
5/23/17	Matthew Smart, Taxi, Overtime Transportation	16.70
5/24/17	Standard Prints	.10
5/24/17	Standard Prints	.40
5/24/17	Color Prints	30.25
5/24/17	Color Prints	1.10
5/24/17	Scanned Images	.40
5/24/17	Scanned Images	1.40
5/24/17	Overnight Delivery, Fed Exp to: Corporate Actions, BROOKLYN, NY from: Nathan J. Davis	8.91
5/24/17	Overnight Delivery, Fed Exp to: General Counsel, BROOKLYN, NY from: Nathan J. Davis	8.91

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5/25/17	Standard Prints	2.00
5/25/17	Standard Prints	1.40
5/25/17	Standard Prints	1.10
5/25/17	Standard Prints	.40
5/25/17	Color Prints	2.20
5/25/17	Color Prints	28.05
5/25/17	Color Prints	26.95
5/25/17	Color Prints	26.95
5/25/17	Scanned Images	5.60
5/25/17	Postage	2.03
5/25/17	Matthew Smart, Taxi, Overtime Transportation	13.20
5/26/17	Standard Prints	.40
5/30/17	Standard Prints	.90
5/30/17	Standard Prints	9.60
5/30/17	Standard Prints	4.80
5/30/17	Standard Prints	2.20
5/30/17	Standard Prints	4.20
5/30/17	Standard Prints	43.50
5/30/17	Standard Prints	1.10
5/30/17	Standard Prints	.10
5/30/17	Color Prints	26.40
5/30/17	Color Prints	23.65
5/30/17	Color Prints	29.15
5/30/17	Color Prints	1.65
5/30/17	Color Prints	1.65
5/30/17	Color Prints	29.15
5/30/17	Color Prints	28.60
5/30/17	Color Prints	11.00
5/30/17	Color Prints	24.20
5/30/17	Color Prints	29.15
5/30/17	Scanned Images	5.50
5/30/17	Matthew Smart, Taxi, Overtime Transportation	15.65

TOTAL EXPENSES

\$ 39,465.41