

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
BCBG MAX AZRIA GLOBAL : Case No. 17-10466 (SCC)
HOLDINGS, LLC, et al.,¹ :
:
Debtors. : Jointly Administered
:
: Objection Deadline: August 14, 2017
: at 4:00 p.m. (ET)
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**FOURTH MONTHLY APPLICATION OF ZOLFO COOPER, LLC, BANKRUPTCY
CONSULTANT AND FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ALLOWANCE OF INTERIM COMPENSATION FOR
SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES FOR THE
PERIOD JUNE 1, 2017 THROUGH JUNE 30, 2017**

Name of applicant (the "Applicant"): Zolfo Cooper, LLC

Authorized to provide professional services
to: Official Committee of Unsecured Creditors

Date of retention: *Nunc Pro Tunc* to March 9, 2017

Period for which compensation
and reimbursement is sought: June 1, 2017 through June 30, 2017

Amount of compensation sought as actual,
reasonable and necessary: \$ 87,506.00

Amount of payment sought: \$ 70,004.80 (80% of \$87,506.00)

Amount of expense reimbursement sought as
actual, reasonable and necessary: \$ 519.39

Type of Application: Monthly X Interim ___ Final ___

Is this a first monthly application? Yes ___ No X

¹ A list of the Debtors in the 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.

PRIOR APPLICATIONS FILED

Date Filed / Docket No.	Compensation Period	Total Fees	Total Expenses	Total Requested	Total Paid	Unpaid Balance
May 9, 2017 / 375	March 9, 2017 - March 31, 2017	\$237,519.50	\$923.06	\$238,442.56	\$190,938.66	\$47,503.90
June 6, 2017 / 435	April 1, 2017 - April 30, 2017	\$188,674.50	\$828.75	\$189,503.25	\$151,768.35	\$37,734.90
July 6, 2017 / 507	May 1, 2017 - May 31, 2017	\$166,628.00	\$574.16	\$167,202.16	\$0.00	\$167,202.16
July 20, 2017 / N/A	June 1, 2017 - June 30, 2017	\$87,506.00	\$519.39	\$88,025.39	\$0.00	\$88,025.39
Total		\$680,328.00	\$2,845.36	\$683,173.36	\$342,707.01	\$340,466.35

Zolfo Cooper, LLC (“ZC”), as bankruptcy consultant and financial advisor to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of BCBG Max Azria Global Holdings, LLC and its affiliated debtors and debtors in possession in these chapter 11 cases (collectively, the “Debtors”), hereby submits this monthly fee statement (the “Fee Statement”), pursuant to this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, dated March 28, 2017 (the “Interim Compensation Order”) and this Court’s Order Under 11 U.S.C. §§ 331 and 105(a), Authorizing Retention and Employment of Zolfo Cooper, LLC as bankruptcy consultant and financial advisor to the Creditors’ Committee *nunc pro tunc* to March 9, 2017, dated April 27, 2017, seeking compensation and reimbursement of expenses for the period June 1, 2017 through June 30, 2017 (the “Fourth Monthly Period”). By this Fee Statement, ZC seeks (i) payment of \$70,004.80 which is equal to eighty percent (80%) of the total amount of compensation sought for actual and necessary professional services rendered during the Fourth Monthly Period and (ii) payment of \$519.39 in expenses.

This Fee Statement includes a billing summary by individual, setting forth the (i) name and title of each individual for whose work on these cases compensation is sought, (ii) aggregate time expended by each such individual and (iii) hourly billing rate for each such individual at ZC’s current billing rates. Summaries of compensation sought by matter category and reimbursement sought by expense type are also provided on the following pages.

Attached hereto as Exhibits A and B are a Description of Task Categories and a report outlining the Summary of Hours and Fees By Task Category for the Fourth Monthly Period. Also attached as Exhibit C are time entry records for the Fourth Monthly Period that were recorded in tenths of an hour, maintained in the ordinary course of ZC's practices, and that set forth a detailed description of services performed by each professional on behalf of the Creditors' Committee.

Attached hereto as Exhibits D and E are the summary report of expenses by category and itemized expenses for the Fourth Monthly Period incurred in connection with the performance of professional services.

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
SUMMARY OF HOURS AND FEES BY PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

Professional	Title	Rate ⁽¹⁾	Total Hours During Period	Total Fees During Period
David MacGreevey	Managing Director	\$940	12.5	\$11,750.00
Raymond Li	Director	\$665	33.9	\$22,543.50
Michael Westermann	Associate	\$440	93.9	\$41,074.00
Matthew Delmonte	Analyst	\$305	27.7	\$8,448.50
Subtotal for Professionals			168.0	\$83,816.00
Laurie Verry	Paraprofessional	\$285	1.6	\$456.00
Paul Fabsik	Paraprofessional	\$245	13.2	\$3,234.00
Subtotal for Paraprofessionals			14.8	\$3,690.00
Total			182.8	\$87,506.00

(1) Non-working travel time rates are reduced by 50%

Average Billing Rate	\$478.70
June Fees @ 80%	\$70,004.80

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

Matter Code		Total Hours During Period	Total Fees During Period
1	Planning & Coordination / Case Management	0.2	\$188.00
2	Meetings and communications with Committee Members and/or Professionals	7.9	\$5,281.00
3	Debtor & Debtor's Professional Meetings including Corporate and Operations Site Visits	8.8	\$4,052.00
4	Analysis of Debtor in Possession Financing	0.0	\$0.00
5	Liquidity, Cash Management and Cash Collateral Analysis	11.9	\$5,640.50
6	Sales of Business and Assets	47.7	\$22,553.00
7	Business and Strategic Plan Analysis and Assessment	1.9	\$1,186.00
8	Valuation Diligence and Report	0.0	\$0.00
9	Employee Compensation and Advisor Retention Matters	0.0	\$0.00
10	Financial and Other Diligence	60.3	\$28,933.00
11	Litigation Support and Claims analysis	10.0	\$7,135.00
12	Plan of Reorganization and Disclosure Statement	15.8	\$7,434.50
13	Retention, Fee Statements and Fee Applications	17.2	\$4,861.00
14	Non-Working Travel Time ⁽¹⁾	1.1	\$242.00
Total		182.8	\$87,506.00

(1) Non-working travel time rates are reduced by 50%

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
SUMMARY OF EXPENSES FOR THE APPLICATION PERIOD
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

Expense Category	Total Expenses During Period
Meals	\$289.34
Phone	\$230.05
Total	\$519.39

NOTICE AND OBJECTION PROCEDURES

Pursuant to the Interim Compensation Order, Zolfo Cooper has provided notice of filing of this statement by hand or overnight delivery to: (i) the Debtors, BCBG Max Azria Global Holdings, LLC, 2761 Fruitland Avenue, Vernon, California 90058 (Attn: Erica Alterwitz Meierhans); (ii) counsel to the Debtors, Kirkland & Ellis, LLP, 300 North LaSalle Street, Chicago, IL 60654 (Attn: Benjamin M. Rhode and John R. Luze); (iii) counsel to the agent under the Debtors' prepetition and postpetition asset-based lending revolving credit facilities, Morgan, Lewis & Bockius LLP, One Federal Street, Boston, Massachusetts 02110, (Attn: Marc R. Leduc and Matthew Furlong); (iv) counsel to the administrative agent under the Debtors' postpetition term loan credit facility and the Debtors' prepetition tranche B term loan lenders, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Matt Barr); (v) counsel to the Debtors' prepetition tranche A loan lenders, Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, New York 10178-0061 (Attn: Steven J. Reisman); (vi) counsel to the Debtors' prepetition new tranche A term loan lenders, Winston & Strawn LLP, 35 West Wacker Drive, Chicago, IL 60601-9703 (Attn: Daniel J. McGuire); (vii) counsel to the official committee of unsecured creditors, Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34th Floor, New York, New York 10017-2024 (Attn: Bradford Sandler and Robert Feinstein); and (viii) the Office of The United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn: Brian Masumoto, Esq.).

Pursuant to the Interim Compensation Order, objections to this Fee Statement, if any, must be served upon the Notice Parties no later than August 14, 2017 (the "Objection Deadline"), setting forth the nature of the objection and the specific amount of fees or expenses at issue.

If no objections to the Fee Statement are received on or before the Objection Deadline, the Debtors will pay Zolfo Cooper: (i) 80% of Zolfo Cooper's total fees for services rendered during the Fourth Monthly Period and (ii) 100% of the total disbursements incurred during the Fourth Monthly Period.

To the extent an objection to the Fee Statement is received on or before the Objection Deadline, the Debtors will withhold payment of that portion of the Fee Statement to which the objection is directed and will promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing.

WHEREFORE, ZC respectfully requests that it be granted an allowance of interim compensation for professional services rendered as Bankruptcy Consultant and Financial Advisor to The Official Committee of Unsecured Creditors of BCBG Max Azria Global Holdings, LLC, et al., during the period of June 1, 2017 through and including June 30, 2017 in the sum of \$87,506.00 without prejudice to a final allowance of compensation, plus reimbursement of actual and necessary out-of-pocket expenses incurred in the sum of \$519.39, and that the Court grant ZC such other and further relief as is just and proper. Per the Administrative Order, ZC seeks payment of professional fees of \$70,004.80 (80% of \$87,506.00) and expenses of \$519.39.

Date:

July 20, 2017
New York, New York



David MacGreevey
Managing Director
ZOLFO COOPER, LLC
1114 Avenue of the Americas, 41st Floor
New York, NY 10036
(212) 561-4000



Notary Public

ANDREW T GETTLER
NOTARY PUBLIC-STATE OF NEW YORK
No. 01GE6254819
Qualified in Bronx County
My Commission Expires January 23, 2020

Exhibit A

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS LLC
MATTER CATEGORIES**

Code	Matter Category
1	Planning & Coordination / Case Management
2	Meetings and communications with Committee Members and/or Professionals
3	Debtor & Debtor's Professional Meetings including Corporate and Operations Site Visits
4	Analysis of Debtor in Possession Financing
5	Liquidity, Cash Management and Cash Collateral Analysis
6	Sales of Business and Assets
7	Business and Strategic Plan Analysis and Assessment
8	Valuation Diligence and Report
9	Employee Compensation and Advisor Retention Matters
10	Financial and Other Diligence
11	Litigation Support and Claims analysis
12	Plan of Reorganization and Disclosure Statement
13	Retention, Fee Statements and Fee Applications
14	Non-Working Travel Time ⁽¹⁾

(1) Non-working travel time rates are reduced by 50%

Exhibit B

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY AND PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

MATTER CODE 1 - Planning & Coordination / Case Management

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	0.2	\$188.00
Total			0.2	\$188.00

MATTER CODE 2 - Meetings and communications with Committee Members and/or Professionals

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	2.8	\$2,632.00
Raymond Li	Director	\$665	2.1	\$1,396.50
Michael Westermann	Associate	\$440	2.5	\$1,100.00
Matthew Delmonte	Analyst	\$305	0.5	\$152.50
Total			7.9	\$5,281.00

MATTER CODE 3 - Debtor & Debtor's Professional Meetings including Corporate and Operations Site Visits

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
Raymond Li	Director	\$665	1.4	\$931.00
Michael Westermann	Associate	\$440	6.4	\$2,816.00
Matthew Delmonte	Analyst	\$305	1.0	\$305.00
Total			8.8	\$4,052.00

MATTER CODE 5 - Liquidity, Cash Management and Cash Collateral Analysis

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	1.7	\$1,598.00
Raymond Li	Director	\$665	2.1	\$1,396.50
Michael Westermann	Associate	\$440	1.3	\$572.00
Matthew Delmonte	Analyst	\$305	6.8	\$2,074.00
Total			11.9	\$5,640.50

MATTER CODE 6 - Sales of Business and Assets

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	3.4	\$3,196.00
Raymond Li	Director	\$665	5.1	\$3,391.50
Michael Westermann	Associate	\$440	29.7	\$13,068.00
Matthew Delmonte	Analyst	\$305	9.5	\$2,897.50
Total			47.7	\$22,553.00

MATTER CODE 7 - Business and Strategic Plan Analysis and Assessment

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	0.7	\$658.00
Michael Westermann	Associate	\$440	1.2	\$528.00
Total			1.9	\$1,186.00

Exhibit B

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY AND PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

MATTER CODE 10 - Financial and Other Diligence

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	0.5	\$470.00
Raymond Li	Director	\$665	14.9	\$9,908.50
Michael Westermann	Associate	\$440	36.0	\$15,840.00
Matthew Delmonte	Analyst	\$305	8.9	\$2,714.50
Total			60.3	\$28,933.00

MATTER CODE 11 - Litigation Support and Claims analysis

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	2.5	\$2,350.00
Raymond Li	Director	\$665	6.6	\$4,389.00
Michael Westermann	Associate	\$440	0.9	\$396.00
Total			10.0	\$7,135.00

MATTER CODE 12 - Plan of Reorganization and Disclosure Statement

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	0.2	\$188.00
Raymond Li	Director	\$665	1.7	\$1,130.50
Michael Westermann	Associate	\$440	13.9	\$6,116.00
Total			15.8	\$7,434.50

MATTER CODE 13 - Retention, Fee Statements and Fee Applications

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
David MacGreevey	Managing Director	\$940	0.5	\$470.00
Michael Westermann	Associate	\$440	0.9	\$396.00
Matthew Delmonte	Analyst	\$305	1.0	\$305.00
Laurie Verry	Paraprofessional	\$285	1.6	\$456.00
Paul Fabsik	Paraprofessional	\$245	13.2	\$3,234.00
Total			17.2	\$4,861.00

MATTER CODE 14 - Non-Working Travel Time(1)

PROFESSIONAL	TITLE	HOURLY RATE	HOURS	FEES
Michael Westermann	Associate	\$220	1.1	\$242.00
Total			1.1	\$242.00

(1) Non-working travel time rates are reduced by 50%

Exhibit C

ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
DETAIL OF HOURS BY MATTER CATEGORY, DATE AND PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017

PROFESSIONAL	DATE	CODE	DESCRIPTION	HOURS INCURRED
David MacGreevey	6/23/17	1	Emails w M. Westermann re: BCBG engagement planning	0.2
Planning & Coordination / Case Management				0.2
David MacGreevey	6/2/17	2	Review BCBG UCC update presentation and call notes to prepare for update call	0.5
David MacGreevey	6/2/17	2	Attend t/c w BCBG UCC re: weekly update / sale process	0.7
Raymond Li	6/2/17	2	Participate in committee update call re: operations and the sale process	0.6
David MacGreevey	6/12/17	2	Review draft BCBG UCC presentation	0.6
David MacGreevey	6/12/17	2	Review updated BCBG UCC presentation	0.3
Raymond Li	6/12/17	2	Discussion with Jefferies re: Admin claims	0.8
David MacGreevey	6/13/17	2	Attend t/c w BCBG UCC re: key updates	0.7
Matthew Delmonte	6/13/17	2	Participate in Committee update call (left early)	0.5
Michael Westermann	6/13/17	2	Participate in Committee Update Call	0.7
Michael Westermann	6/13/17	2	Prepared budget versus actual for original budget versus actuals	1.8
Raymond Li	6/13/17	2	Participate in Committee Update Call	0.7
Meetings and communications with Committee Members and/or Professionals				7.9
Michael Westermann	6/2/17	3	Participate in committee update call re: operations and the sale process	0.6
Matthew Delmonte	6/5/17	3	Participate in liquidity update call with Alix	0.5
Michael Westermann	6/5/17	3	Participate in Liquidity Update Call	0.5
Raymond Li	6/5/17	3	Participate in Liquidity Update Call	0.5
Matthew Delmonte	6/12/17	3	Participate in liquidity update call with Alix	0.5
Michael Westermann	6/12/17	3	Participate in Liquidity Update Call	0.5
Raymond Li	6/12/17	3	Participate in Liquidity Update Call	0.5
Michael Westermann	6/19/17	3	Participate in weekly liquidity update call with Alix	0.4
Raymond Li	6/19/17	3	Participate in weekly liquidity update call with Alix	0.4
Michael Westermann	6/23/17	3	Attended Court Hearing	1.2
Michael Westermann	6/23/17	3	Preparation and review of court agenda items	2.9
Michael Westermann	6/27/17	3	Call with Alix re: weekly variance reporting	0.3
Debtor & Debtor's Professional Meetings including Corporate and Operations Site Visits				8.8
David MacGreevey	6/3/17	5	Review BCBG weekly DIP variance and BB cert	0.3
Matthew Delmonte	6/5/17	5	Review liquidity DIP reporting - actual vs forecast	0.5
Matthew Delmonte	6/5/17	5	Prepare cumulative DIP reporting actual vs forecast for committee presentation	0.8
Matthew Delmonte	6/5/17	5	Review new data site items - most recent borrowing base certificates	0.5
Raymond Li	6/5/17	5	Diligence and review weekly variance report and BBC	0.4
David MacGreevey	6/12/17	5	Review BCBG weekly DIP variance and BB cert	0.8
Raymond Li	6/12/17	5	Diligence and review cash flow variance report	0.6
Raymond Li	6/13/17	5	Diligence and communication with team re: cash flow variance case to date	0.8
Matthew Delmonte	6/19/17	5	Review DIP budget reporting week ending 6/10	1.0
Matthew Delmonte	6/19/17	5	Participate in weekly liquidity update call with Alix Partners	0.5
Matthew Delmonte	6/19/17	5	Update liquidity model for latest actuals	0.5
Matthew Delmonte	6/19/17	5	Review net cash flow projections against forecasts	0.5
Matthew Delmonte	6/19/17	5	Update Committee presentation: liquidity update and comments	1.0
Michael Westermann	6/19/17	5	Review of weekly variance report	0.9
Raymond Li	6/19/17	5	Diligence and review weekly cash flow variance report	0.3
David MacGreevey	6/20/17	5	Review BCBG weekly budget variance and BB calc	0.3
Matthew Delmonte	6/23/17	5	Review updated disclosure statement	1.5

Exhibit C

ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
DETAIL OF HOURS BY MATTER CATEGORY, DATE AND PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017

PROFESSIONAL	DATE	CODE	DESCRIPTION	HOURS INCURRED
Michael Westermann	6/27/17	5	Review of weekly variance report	0.4
David MacGreevey	6/28/17	5	Review weekly BCBG budget variance and BB Cert.	0.3
Liquidity, Cash Management and Cash Collateral Analysis				11.9
David MacGreevey	6/2/17	6	Follow-up discussion with R. Li and M. Westermann re: sale process and other committee follow-up items	0.4
David MacGreevey	6/2/17	6	Emails w J. Finger re: BCBG sale process	0.1
David MacGreevey	6/2/17	6	T/c w J. Finger re: BCBG sale process	0.3
Michael Westermann	6/2/17	6	Follow-up discussion with D. MacGreevey and R. Li re: sale process and other committee follow-up items	0.4
Michael Westermann	6/2/17	6	Created hurdle analysis for updated admin expenses	1.7
Michael Westermann	6/2/17	6	Compared hurdle analysis versus expected purchase price	0.7
Michael Westermann	6/2/17	6	Review of Jefferies costs at emergence spreadsheet	0.8
Raymond Li	6/2/17	6	Follow-up discussion with D. MacGreevey and M. Westermann re: sale process and other committee follow-up items	0.4
Raymond Li	6/2/17	6	Diligence and review Jefferies EL to determine potential M&A and financing fee	0.3
Michael Westermann	6/5/17	6	Moved costs at emergence into excel	0.4
Michael Westermann	6/5/17	6	Created slide deck highlighted emergence costs and other payment requirements	2.8
Michael Westermann	6/7/17	6	Review and analysis re accrued employee vacation estimates	1.5
Michael Westermann	6/7/17	6	Review and analysis re wind down costs	0.9
Michael Westermann	6/7/17	6	Updated hurdle analysis for updated wind down and accrued vacation	2.1
Raymond Li	6/8/17	6	Diligence and review bid update and related communications	1.2
David MacGreevey	6/9/17	6	T/c w J. Finger re: BCBG sale process	0.3
David MacGreevey	6/9/17	6	Emails w PSZJ re: BCBG sale process	0.2
Matthew Delmonte	6/9/17	6	Review PSA Motion	0.7
Matthew Delmonte	6/9/17	6	Review amended joint plan	0.9
Matthew Delmonte	6/9/17	6	Review IPCo Purchase Agreement	1.2
Matthew Delmonte	6/9/17	6	Review OPCo Purchase Agreement	1.5
Matthew Delmonte	6/9/17	6	Review Royalty Sharing Agreement	1.2
Michael Westermann	6/9/17	6	Review of Etlin declaration	0.2
Michael Westermann	6/9/17	6	Review of sale motion	0.4
Michael Westermann	6/9/17	6	Analysis of expense reimbursement and break up fee	0.5
Michael Westermann	6/9/17	6	Complete review of plan support agreement	2.7
Michael Westermann	6/9/17	6	Noted material PSA highlights into slide deck	1.8
Michael Westermann	6/9/17	6	Review of updated Plan	3.1
David MacGreevey	6/12/17	6	Review BCBG PSA and Amended POR	1.7
Matthew Delmonte	6/12/17	6	Review summary slide re: OpCo / IPCo agreement - make edits	0.5
Matthew Delmonte	6/12/17	6	Review hurdle analysis slide - make edits	0.5
Michael Westermann	6/12/17	6	Noted material Plan highlights into slide deck	0.6
Michael Westermann	6/12/17	6	Review of IPCO purchase agreement	3.0
Michael Westermann	6/12/17	6	Review of OPCO purchase agreement	1.9
Michael Westermann	6/12/17	6	Review of royalty sharing agreement	0.8
Michael Westermann	6/12/17	6	Updated deck for highlights of IP/OpCo and royalty sharing documents	2.7
Raymond Li	6/12/17	6	Diligence and review APAs and PSA	3.2
David MacGreevey	6/13/17	6	T/c w J. Finger re: BCBG sale	0.2
Michael Westermann	6/13/17	6	Completed chart detailing buildup to implied purchase value	0.7
Matthew Delmonte	6/15/17	6	Review amended joint plan - Red Line Version	1.5
Matthew Delmonte	6/23/17	6	Review and update estimated unsecured claims pool analysis	0.6
Matthew Delmonte	6/23/17	6	Review notes from hearing	0.4
David MacGreevey	6/30/17	6	Review email w attachment from M. Westermann re: final BCBG store closing list	0.2

Exhibit C

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
DETAIL OF HOURS BY MATTER CATEGORY, DATE AND PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

PROFESSIONAL	DATE	CODE	DESCRIPTION	HOURS INCURRED
Matthew Delmonte	6/30/17	6	Analyze and review updated store closures list	0.5
Sales of Business and Assets				47.7
Michael Westermann	6/22/17	7	Completed analysis of pro-forma business plan based on new store base	1.2
David MacGreevey	6/23/17	7	Review amended BCBG Plan and DS	0.7
Business and Strategic Plan Analysis and Assessment				1.9
Michael Westermann	6/1/17	10	Reviewed 2015.3 file posted to docket	1.0
Michael Westermann	6/1/17	10	Updated UCC presentation for comments	1.7
Michael Westermann	6/1/17	10	Continued review of inventory appraisal in comparison to liquidation analysis	3.0
Michael Westermann	6/1/17	10	Reviewed BCBC Canada partnership SKUs	0.2
Michael Westermann	6/1/17	10	Review of Opex detail by store	1.4
Raymond Li	6/1/17	10	Diligence, review and update committee presentation	1.3
Raymond Li	6/2/17	10	Diligence and review emergence costs schedule and prepare follow up questions to Jefferies	1.8
Matthew Delmonte	6/5/17	10	Review new data site item - Open work in progress (July 2017)	0.5
Matthew Delmonte	6/5/17	10	Review new data site items - New York showroom lease documents & NYC Broadway store lease documents	0.8
Michael Westermann	6/5/17	10	Review of weekly variance report and comparison to DIP budget	0.9
Michael Westermann	6/5/17	10	Review of weekly borrowing base	0.8
Raymond Li	6/5/17	10	Diligence and review lease related agreements	1.2
Matthew Delmonte	6/6/17	10	Review new data room items	0.5
Michael Westermann	6/6/17	10	Review of docket for recent licensing agreements	1.5
Michael Westermann	6/6/17	10	Review of adjournment notice	0.1
Michael Westermann	6/6/17	10	Review of private sale of website order and purchase agreement	1.3
Michael Westermann	6/6/17	10	Review of distribution agreements posted to data-site	2.4
Raymond Li	6/6/17	10	Diligence and review licensing agreements and other executory contracts	1.7
Raymond Li	6/7/17	10	Diligence and analysis re: winddown costs and related expenses at emergence	2.3
Raymond Li	6/8/17	10	Diligence and review rent and other cure costs	1.4
Matthew Delmonte	6/9/17	10	Prepare committee presentation for upcoming call	1.5
Matthew Delmonte	6/9/17	10	Review remaining stores list	0.6
Matthew Delmonte	6/12/17	10	Review DIP budget to actuals	0.5
Matthew Delmonte	6/12/17	10	Update committee presentation re: cumulative net cash flow actual vs. all DIP forecasts	0.7
Matthew Delmonte	6/12/17	10	Prepare unsecured claims pool slide for committee presentation	0.5
Michael Westermann	6/12/17	10	Updated slide deck for new admin costs provided by Jefferies	1.2
Michael Westermann	6/12/17	10	Updated slide deck for comments	2.1
Raymond Li	6/12/17	10	Diligence, review and provide comments on Committee presentation	1.6
Raymond Li	6/12/17	10	Review update and finalize committee presentation	1.8
David MacGreevey	6/13/17	10	Email BCBG UCC member analysis re: SG&A	0.5
Matthew Delmonte	6/13/17	10	Follow-up discussion w/ M. Westermann and R. Li re: Committee update call	0.4
Matthew Delmonte	6/13/17	10	Prepare corporate SG&A analysis for Committee member	1.4
Matthew Delmonte	6/13/17	10	Review cure cost detail for UCC	0.5
Michael Westermann	6/13/17	10	Follow-up discussion w/ M. Delmonte and R. Li re Committee Update Call	0.4
Michael Westermann	6/13/17	10	Review of weekly cash flow variance	0.8
Michael Westermann	6/13/17	10	Review of weekly borrowing base	0.4

Exhibit C

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
DETAIL OF HOURS BY MATTER CATEGORY, DATE AND PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

PROFESSIONAL	DATE	CODE	DESCRIPTION	HOURS INCURRED
Michael Westermann	6/13/17	10	Review of Inventory by SKU update	0.3
Michael Westermann	6/13/17	10	Review of SG&A analysis for committee member	2.5
Michael Westermann	6/13/17	10	Comparison of stores to remain open to landlord list	1.6
Raymond Li	6/13/17	10	Diligence, analysis and communication with Jefferies re: winddown reserve	1.4
Raymond Li	6/13/17	10	Follow-up discussion w/ M. Westermann and M. Delmonte re Committee Update Call	0.4
Michael Westermann	6/14/17	10	Analyzed stores remaining open versus store level performance	2.8
Michael Westermann	6/14/17	10	Calculated lease rejection claims based on stores to remain open	2.5
Michael Westermann	6/14/17	10	Updated GUC claim pool slide based on new rejection and contract cure claims	1.1
Michael Westermann	6/14/17	10	Reviewed contract cure payments	0.4
Matthew Delmonte	6/15/17	10	Review amended disclosure statement - Red Line Version	1.0
Michael Westermann	6/19/17	10	Review of borrowing base	0.7
Michael Westermann	6/19/17	10	Updated borrowing base into new slide deck	1.6
Michael Westermann	6/21/17	10	Review of court agenda	0.2
Michael Westermann	6/21/17	10	Analyzed new store closure list	1.3
Michael Westermann	6/27/17	10	Review of borrowing base update	0.1
Michael Westermann	6/30/17	10	Review and analysis of MOR	0.2
Michael Westermann	6/30/17	10	Review of Agency Agreement	0.6
Michael Westermann	6/30/17	10	Created list of stores to be closed by landlord	0.9
Financial and Other Diligence				60.3
Raymond Li	6/2/17	11	Diligence and analysis re: estimated admin claims	1.1
David MacGreevey	6/3/17	11	BCBG discussion w Simon Property re: case status	0.2
David MacGreevey	6/3/17	11	Emails w R. Schmidt and PSZJ re: BCBG recoveries	0.4
David MacGreevey	6/9/17	11	Emails w R. Li and M. Westermann re: BCBG claims analysis and sale process	0.2
Raymond Li	6/9/17	11	Diligence and review claims update re: go forward stores to be assumed by bidder	1.3
Raymond Li	6/9/17	11	Diligence and review Azria payment history based on filings and audits and send comments to team	2.1
David MacGreevey	6/12/17	11	T/c w B. Sandler re: BCBG settlement proposal	0.3
David MacGreevey	6/12/17	11	Emails w R. Li re: BCBG claims analysis	0.3
Raymond Li	6/12/17	11	Diligence and communication with team re: claims estimates	2.1
David MacGreevey	6/14/17	11	Emails w J. Finger re: BCBG landlord negotiations	0.3
David MacGreevey	6/22/17	11	Review email from B. Sandler re: BCBG settlement discussions	0.2
David MacGreevey	6/23/17	11	Review email from B. Sandler re: BCBG settlement discussions	0.2
David MacGreevey	6/23/17	11	Attend t/c w BCBG UCC re: settlement	0.4
Michael Westermann	6/28/17	11	Review of proof of claim objections	0.9
Litigation Support and Claims analysis				10.0
Michael Westermann	6/15/17	12	Review of updated Plan redline	3.0
Michael Westermann	6/15/17	12	Review of updated disclosure statement	2.8
Michael Westermann	6/15/17	12	Email to R. Li and M. Delmonte re summary of Plan and disclosure statement	1.3
Raymond Li	6/15/17	12	Diligence and review redline to Plan and Disclosure Statement	1.7
Michael Westermann	6/16/17	12	Updated spreadsheet highlighting potential recovery scenarios based on new plan	2.8
Michael Westermann	6/16/17	12	Created slide deck for recovery scenarios	2.1
Michael Westermann	6/16/17	12	Review of expense reimbursement and comparable for buyer	0.7
David MacGreevey	6/23/17	12	Emails w M. Westermann re: BCBG DS hearing recap	0.2
Michael Westermann	6/23/17	12	Review of updated settlement offer for UCC	1.2
Plan of Reorganization and Disclosure Statement				15.8

Exhibit C

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
DETAIL OF HOURS BY MATTER CATEGORY, DATE AND PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

PROFESSIONAL	DATE	CODE	DESCRIPTION	HOURS INCURRED
Laurie Verry	6/1/17	13	Prepared professional fees and expenses for May fee application	0.3
Paul Fabsik	6/6/17	13	Prepare April fee application	0.4
Paul Fabsik	6/8/17	13	Prepare May fee application	1.8
Matthew Delmonte	6/9/17	13	Work on May fee statement	1.0
Paul Fabsik	6/9/17	13	Prepare May fee application	1.1
Paul Fabsik	6/12/17	13	Prepare May fee application	2.3
Laurie Verry	6/14/17	13	Prepared professional fees and expenses for May fee application	0.5
Laurie Verry	6/16/17	13	Prepared professional fees and expenses for May fee application	0.3
Paul Fabsik	6/19/17	13	Prepare May fee application	1.2
Paul Fabsik	6/21/17	13	Prepare May and First Interim fee application	1.5
Michael Westermann	6/23/17	13	Comment on fee application	0.9
Paul Fabsik	6/23/17	13	Prepare May fee application	2.5
Laurie Verry	6/26/17	13	Prepared professional fees and expenses for May fee application	0.3
Paul Fabsik	6/27/17	13	Prepare May fee application	1.0
David MacGreevey	6/28/17	13	Review BCBG May fee statement	0.5
Paul Fabsik	6/28/17	13	Prepare May fee application	1.1
Laurie Verry	6/29/17	13	Communication with P. Fabsik and D. MacGreevey regarding May fee application	0.2
Paul Fabsik	6/29/17	13	Prepare May fee application	0.3
Retention, Fee Statements and Fee Applications				17.2
Michael Westermann	6/23/17	14	Non-Working Travel (Office to Court and back via subway)	1.1
Non-Working travel Time				1.1
GRAND TOTAL				182.8

Exhibit D

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
SUMMARY OF EXPENSES FOR THE APPLICATION PERIOD
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

Expense Category	Total Expenses During Period
Meals	\$289.34
Phone	\$230.05
Total	\$519.39

Exhibit E

**ZOLFO COOPER, LLC
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC
DETAIL OF EXPENSES BY PROFESSIONAL
FOR THE PERIOD FROM JUNE 1, 2017 THROUGH JUNE 30, 2017**

PROFESSIONAL	DATE	CATEGORY	DESCRIPTION	INCURRED AMOUNT	VOLUNTARY REDUCTION	FINAL AMOUNT
David MacGreevey	6/2/2017	Meals	1 Meal - Break	8.53	(8.53)	-
David MacGreevey	6/5/2017	Meals	1 Meal - Break	8.53	(8.53)	-
David MacGreevey	6/13/2017	Meals	1 Meal - Break	8.53	(8.53)	-
David MacGreevey	6/23/2017	Meals	1 Meal - Break	8.53	(8.53)	-
David MacGreevey	6/28/2017	Meals	1 Meal - Break	10.23	(10.23)	-
Raymond Li	6/8/2017	Meals	1 Business meal - Lunch	13.01	-	13.01
Raymond Li	6/12/2017	Meals	1 Business meal - Lunch	8.68	-	8.68
Raymond Li	6/12/2017	Meals	2 Business meal - Dinner	84.20	-	84.20
Raymond Li	6/13/2017	Meals	3 Business meal - Lunch	83.70	-	83.70
Michael Westermann	6/5/2017	Meals	1 Business meal - Lunch	11.16	-	11.16
Michael Westermann	6/6/2017	Meals	1 Business meal - Lunch	13.06	-	13.06
Michael Westermann	6/7/2017	Meals	1 Business meal - Lunch	2.99	-	2.99
Michael Westermann	6/9/2017	Meals	1 Business meal - Lunch	11.16	-	11.16
Michael Westermann	6/12/2017	Meals	1 Business meal - Lunch	7.89	-	7.89
Michael Westermann	6/12/2017	Meals	1 Business meal - Dinner	11.31	-	11.31
Michael Westermann	6/14/2017	Meals	1 Business meal - Lunch	5.72	-	5.72
Michael Westermann	6/15/2017	Meals	1 Business meal - Lunch	14.14	-	14.14
Michael Westermann	6/16/2017	Meals	1 Business meal - Lunch	11.16	-	11.16
Michael Westermann	6/23/2017	Meals	1 Business meal - Lunch	11.16	-	11.16
Total Meals				\$ 333.69	\$ (44.35)	\$ 289.34
David MacGreevey	6/16/2017	Phone	Verizon Phone - Cell	37.80	-	37.80
Raymond Li	6/1/2017	Phone	Phone - Cell	32.00	-	32.00
Matthew Delmonte	6/16/2017	Phone	Phone - Cell	59.89	-	59.89
Michael Westermann	6/23/2017	Phone	Phone - Cell	95.62	-	95.62
Payable Accounts	6/26/2017	Phone	Premier Global Inv. #23927998	4.74	-	4.74
Total Phone				\$ 230.05		\$ 230.05
Total Expenses				\$ 563.74	\$ (44.35)	\$ 519.39