

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

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In re: )

) Chapter 11

BCBG MAX AZRIA GLOBAL HOLDINGS,  
LLC, *et al.*,<sup>1</sup> )

) Case No. 17-10466 (SCC)

) Debtors. )

) (Jointly Administered)

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**NOTICE OF FILING OF SECOND AMENDMENT TO PLAN SUPPLEMENT**

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**PLEASE TAKE NOTICE** that on July 12, 2017, BCBG Max Azria Global Holdings, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”), in accordance with and pursuant to the *Amended Joint Plan of Reorganization of BCBG Max Azria Global Holdings, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended, or supplemented from time to time, the “Plan”)<sup>2</sup> caused to be filed with United States Bankruptcy Court for the Southern District of New York (the “Court”) the Debtors’ Plan Supplement [Docket No. 523].

**PLEASE TAKE FURTHER NOTICE** that the Debtors filed the first amendment to the Plan Supplement with the Court on July 25, 2017 [Docket No. 585] (the “First Amended Plan Supplement”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby file the second amendment to o the Plan Supplement (the “Second Amended Plan Supplement”). The Second Amended Plan Supplement contains the following documents (each as defined in the Plan):

**Exhibit A:** Schedule of Assumed Executory Contracts and Unexpired Leases

**Exhibit A-1:** Redline

**PLEASE TAKE FURTHER NOTICE** that if you would like to obtain a copy of the Plan, the Plan Supplement, the Amended Plan Supplement, or related documents, you should contact Donlin, Recano & Company, Inc., the voting and claims agent retained by the Debtors in these chapter 11 cases (the “Voting and Claims Agent”), by: (a) calling the Debtors’

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Disclosure Statement.

restructuring hotline at (866) 406-2290; (b) visiting the Debtors' restructuring website at: <https://www.donlinrecano.com/bcbg>; and/or (c) writing to Donlin, Recano & Company, Inc., Attn: BCBG Max Azria Global Holdings, LLC Ballot Processing, c/o Donlin, Recano & Company, Inc., 6201 15th Avenue, Brooklyn, NY 11219. You may also obtain copies of any pleadings filed in these chapter 11 cases for a fee via PACER at: <http://www.nysb.uscourts.gov>.

Dated: July 29, 2017

*/s/ Joshua A. Sussberg*

Joshua A. Sussberg, P.C.

Christopher Marcus, P.C.

**KIRKLAND & ELLIS LLP**

**KIRKLAND & ELLIS INTERNATIONAL LLP**

601 Lexington Avenue

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- and -

James H.M. Sprayregen, P.C.

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Chicago, Illinois 60654

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Facsimile: (312) 862-2200

*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

**Schedule of Assumed Executory Contracts and Unexpired Leases**

This schedule includes Executory Contracts and Unexpired Leases the Debtors currently contemplate assuming (or assuming and assigning) pursuant to Article V.A of the Plan. The Debtors' review and analysis remains ongoing and they reserve the right to amend this schedule as set forth in Article V of the Plan.

Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
1 Clear Vision Optical Company, Inc.	Second Renewal of and Amendment to the Manufacturing Licensing Agreement dated as of January 1, 2013	\$ -	Marquee Brands, LLC
2 2761 Fruitland Avenue, L.L.C.	Real Property Lease (Corporate Offices)	\$ 189,145	GBG USA INC.
3 4701 Santa Fe Avenue, L.L.C.	Real Property Lease (Distribution Center)	\$ 172,985	GBG USA INC.
4 CPG Partners, L.P.	Real Property Lease (Store 415, Central Valley, NY)	\$ 52,680	GBG-BCBG RETAIL LLC
5 The Retail Property Trust	Real Property Lease (Store 616, Atlanta, GA)	\$ 37,237	GBG-BCBG RETAIL LLC
6 Fashion Valley Mall, LLC	Real Property Lease (Store 624, San Diego, CA)	\$ 55,376	GBG-BCBG RETAIL LLC
7 HG Galleria I, II, III L.P.	Real Property Lease (Store 628, Houston, TX)	\$ 112,750	GBG-BCBG RETAIL LLC
8 Sherman Oaks Fashion Associates, LP	Real Property Lease (Store 672, Sherman Oaks, CA)	\$ 3,534	GBG-BCBG RETAIL LLC
9 738 Lincoln Road, LLC	Real Property Lease (Store 676, Miami Beach, FL)	\$ 75,889	GBG-BCBG RETAIL LLC
10 Westfield Topanga Owner LLC	Real Property Lease (Store 705, Canoga Park, CA)	\$ 25,975	GBG-BCBG RETAIL LLC
11 CP Commercial Delaware, LLC	Real Property Lease (Store 765, Westlake, OH)	\$ 19,889	GBG-BCBG RETAIL LLC
12 JRA HHF VENTURE, LLC	Real Property Lease (Store 727, Pembroke Pines, FL)	\$ 221	GBG-BCBG RETAIL LLC
13 Twelve Oaks Mall, LLC	Real Property Lease (Store 762, Novi, MI)	\$ 28,852	GBG-BCBG RETAIL LLC
14 La Cienega Partners, LP	Real Property Lease (Store 764, Los Angeles, CA)	\$ 79,565	GBG-BCBG RETAIL LLC
15 Tampa Westshore Associates Limited Partnership	Real Property Lease (Store 761, Tampa, FL)	\$ 47,142	GBG-BCBG RETAIL LLC
16 Somerset Collection Limited Partnership	Real Property Lease (Store 617, Troy MI)	\$ 95,305	GBG-BCBG RETAIL LLC
17 Forbes Taubman Orlando, L.L.C.	Real Property Lease (Store 667, Orlando, FL)	\$ 66,521	GBG-BCBG RETAIL LLC
18 Aventura Mall Venture	Real Property Lease (Store 707, Aventura, FL)	\$ 79,820	GBG-BCBG RETAIL LLC
19 Beachwood Place Mall, LLC	Real Property Leases (Store 627, Beachwood, OH)	\$ 11,343	GBG-BCBG RETAIL LLC
20 PES Partners, LLC	Real Property Lease (Store 715, El Segundo, CA)	\$ 29,372	GBG-BCBG RETAIL LLC
21 Judith Halevi d/b/a Halevi Ventures*	Real Property Lease (Store 373, New York, NY)*	\$ 81,464	GBG-BCBG RETAIL LLC
22 The Irvine Company LLC	Real Property Lease (Store 611, Newport Beach, CA)	\$ -	GBG-BCBG RETAIL LLC
23 The Shops and Garage at Canal Place L.L.C.	Real Property Lease (Store 633, New Orleans, LA)	\$ -	GBG-BCBG RETAIL LLC
24 Green 461 Fifth Lessee LLC	Real Property Lease (Store 735, New York, NY)	\$ -	GBG-BCBG RETAIL LLC
25 CPG Partners, L.P.	Real Property Lease (Store 401, Cabazon, CA)	\$ -	GBG-BCBG RETAIL LLC
26 CPG Partners, L.P.	Real Property Lease (Store 405, Camarillo, CA)	\$ -	GBG-BCBG RETAIL LLC
27 San Marcos Premium Outlets II	Real Property Lease (Store 414, San Marcos, TX)	\$ -	GBG-BCBG RETAIL LLC
28 Chelsea Orlando Development, LP	Real Property Lease (Store 421, Orlando, FL)	\$ -	GBG-BCBG RETAIL LLC
29 Chelsea Allen Development, L.P.	Real Property Lease (Store 425, Allen, TX)	\$ -	GBG-BCBG RETAIL LLC
30 Orlando Outlet Owner, LLC	Real Property Lease (Store 448, Orlando, FL)	\$ -	GBG-BCBG RETAIL LLC
31 International Gateway Associates, LLC	Real Property Lease (Store 452, San Ysidro, CA)	\$ -	GBG-BCBG RETAIL LLC
32 Sunrise Mills (MLP), LP	Real Property Lease (Store 474, Sunrise, FL)	\$ -	GBG-BCBG RETAIL LLC
33 Simon/Chelsea Las Vegas Development, LLC	Real Property Lease (Store 489, Las Vegas, NV)	\$ -	GBG-BCBG RETAIL LLC
34 Livermore Premium Outlets, LLC	Real Property Lease (Store 512, Livermore, CA)	\$ -	GBG-BCBG RETAIL LLC
35 Westchester Mall, LLC	Real Property Lease (Store 607, White Plains, NY)	\$ -	GBG-BCBG RETAIL LLC
36 King of Prussia Associates	Real Property Lease (Store 610, King of Prussia, PA)	\$ -	GBG-BCBG RETAIL LLC
37 Galleria Mall Investors, LP	Real Property Lease (Store 614, Dallas, TX)	\$ -	GBG-BCBG RETAIL LLC
38 The Retail Property Trust	Real Property Lease (Store 620, Garden City, NY)	\$ -	GBG-BCBG RETAIL LLC
39 The Town Center at Boca Raton Trust	Real Property Lease (Store 649, Boca Raton, FL)	\$ -	GBG-BCBG RETAIL LLC
40 SPG Center, LLC	Real Property Lease (Store 664, Palo Alto, CA)	\$ -	GBG-BCBG RETAIL LLC
41 ABQ Uptown, LLC	Real Property Lease (Store 716, Albuquerque, NM)	\$ -	GBG-BCBG RETAIL LLC
42 Forum Shops, LLC	Real Property Lease (Store 748, Las Vegas, NV)	\$ -	GBG-BCBG RETAIL LLC
43 Simon Property Group (Texas), LP	Real Property Lease (Store 749, McAllen, TX)	\$ -	GBG-BCBG RETAIL LLC
44 Bloomingdale's Inc.	Department License Agreement dated as of July 19, 2004, as amended by that certain Amendment to Department License Agreement dated as of September 18, 2008, as further amended by that certain Second Amendment to Department License Agreement dated as of May 13, 2009, as further amended by that certain Third Amendment to Department License Agreement dated as of February 27, 2012, as further amended by that certain Fourth Amendment to Department License Agreement dated as of February 5, 2013, as further amended by that certain Fifth Amendment to Department License Agreement dated as of June 17, 2013, as further amended by that certain Sixth Amendment to Department License Agreement dated as of September 24, 2013, as supplemented by that certain Letter Agreement dated as of December 19, 2013, as further amended by that certain Seventh Amendment to Department License Agreement dated as of May 21, 2014, as further amended by that certain Eighth Amendment to Department License Agreement dated as of August 2014, as of	\$ -	GBG USA INC.

	Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
45	Bloomington's By Mail, Ltd., (d/b/a Bloomington.com)	Merchandise Supply Agreement dated as of December 24, 2014	\$ -	GBG USA INC.
46	The Higbee Company, Dillard's Inc., Dillard Store Services, Inc., Dillard's Dollars, Inc., Dillard Tennessee Operating Limited Partnership, Dillard Texas, LLC, SI Shopping Center Lessors, L.P., Condev Nevada, Inc., Dillard International, Inc., D-Serf Company, LLC, U.S. Alpha, Inc., Dillard Investment Co., Inc., Construction Developers, Incorporated	Restated Master License Agreement dated as of May 3, 2009, as amended December 26, 2013. (Partnership Agreement)	\$ -	GBG USA INC.
47	Lord & Taylor	Lord & Taylor Licensed Department Agreement, dated as of 2005, as amended by that Addendum to Licensed Department Agreement (Agreement for Internet Sales), dated May 25, 2010, and as further amended by that Amendment to Lord & Taylor Licensed Department Agreement, dated June 1, 2010. (Partnership Agreement)	\$ -	GBG USA INC.
48	Macy's Retail Holdings, Inc.	Department License Agreement, dated as of October 3, 2003, as amended on November 25, 2005, as further amended June 28, 2010, as further amended October 10, 2012, as further amended April 22, 2013, as further amended February 23, 2015, as further amended June 19, 2015, and as further amended January 21, 2016. (Partnership Agreement)	\$ 125,215	GBG USA INC.
49	Hudson's Bay Company	Licensed Department Agreement, dated as of October 1, 2012, as amended by that Addendum to the License Department Agreement, dated August 1, 2016 and as further amended. (Partnership Agreement)	\$ -	GBG USA INC.
50	Hudson's Bay Company	Master Merchandise Vendor Agreement.	\$ -	GBG USA INC.
51	West Coast Distribution, Inc.	Warehousing and Distribution Agreement, dated as of June 6, 2016 (Other)	\$ -	GBG USA INC.
52	Climatec LLC	Avigilon Electronic Security and Safety System Statement of Work, dated September 8, 2015 (Other)	\$ -	GBG USA INC.
53	2Link	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
54	Atlassian	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
55	Bluecore, Inc.	Statement of Work, dated as of March 31, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
56	Borderfree, Inc.	Services Agreement, dated as of December 31, 2013 (E-Commerce Agreement)	\$ 511	GBG USA INC.
57	Demandware, Inc.	Master Subscription and Services Agreement, dated as of March 11, 2015, as amended and supplemented (E-Commerce Agreement)	\$ 518,886	GBG USA INC.
58	Fontr.com	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
59	Narvar Software	Renewal to Software as Services Agreement, dated April 1, 2017 (E-Commerce Agreement)	\$ 30,000	GBG USA INC.
60	PowerReviews, Inc.	Master Agreement and Service Order dated September 21, 2015 (E-Commerce Agreement)	\$ 33,750	GBG USA INC.
61	Priority Fulfillment Services, Inc.	Transaction Management Services Agreement, dated as of May 16, 2012, as supplemented and amended (E-Commerce Agreement)	\$ -	GBG USA INC.
62	Qubit Inc.	Qubit Sales Order Form, dated as of March 31, 2016, as amended March 30, 2017 (E-Commerce Agreement)	\$ 53,941	GBG USA INC.
63	Rakuten Marketing LLC	Master Services Agreement, dated as of April 4, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
64	Shoprunner, Inc.	Participation Agreement, dated April 15, 2016 (E-Commerce Agreement)	\$ 65,030	GBG USA INC.
65	Tealium, Inc.	Service Order, dated as of April 24, 2017 (E-Commerce Agreement)	\$ 10,125	GBG USA INC.
66	Yext, Inc.	Master Subscription Agreement, dated as of April 28, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
67	Adobe	Annual services - no contract (IT Agreement)	\$ -	GBG USA INC.
68	Aptos, Inc.	Master Agreement, dated as of July 20, 2015, as amended (IT Agreement)	\$ 36,000	GBG USA INC.
69	Comm Vault Systems	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
70	Concrete Media Limited	Customer Agreement, dated as of June 1, 2014 (IT Agreement)	\$ 32,000	GBG USA INC.
71	Dropbox	Order Form, dated April 5, 2017 (IT Agreement)	\$ -	GBG USA INC.
72	Fortinet (Optiv)	Subscription to Fortigate Threat Management - non contract (IT Agreement)	\$ -	GBG USA INC.
73	Gerber Technology	Service Agreement, dated as of March 9, 2011 (IT Agreement)	\$ 57,901	GBG USA INC.
74	Gerber Technology	Software Loan Agreement, dated as of November 27, 2012 (IT Agreement)	included above	GBG USA INC.
75	GSI US, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
76	Industry Retail Group	Monthly services - no contract (IT Agreement)	\$ -	GBG USA INC.
77	Intercall (West)	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
78	Iron Mountain Records Management, Inc.	Records Management and Service Agreement, dated as of December 14, 2000 (IT Agreement)	\$ 227,363	GBG USA INC.
79	Key Information Systems, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
80	Login Consulting Services, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
81	Microsoft Corporation	Enterprise Enrollment, by and between BCBG Max Azria Group, LLC (IT Agreement)	\$ 14,080	GBG USA INC.
82	Microsoft Corporation	SQL server subscription - no contract (IT Agreement)	\$ -	GBG USA INC.
83	NuOrder	Custom Development for Integration, dated April 12, 2006 (IT Agreement)	\$ 19,867	GBG USA INC.
84	NuOrder	SOW - Custom Development for Integration, dated as of September 15, 2016 (IT Agreement)	included above	GBG USA INC.
85	Open Text	Monthly subscription services - no contract (IT Agreement)	\$ -	GBG USA INC.

	Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
86	Oracle America	Oracle Cloud Services Agreement and Amendment One, dated as of November 25, 2014, as supplemented by Oracle Responsys Coupon Code Solution, dated March 19, 2015 (IT Agreement)	\$ 160,010	GBG USA INC.
87	Oracle America	Torex Master Services Agreement dated as of August 10, 2008 (IT Agreement)	\$ 65,224	GBG USA INC.
88	Pinnacle Systems	Agreement to provide services - no contract (IT Agreement)	\$ 4,785	GBG USA INC.
89	Processweaver, Inc.	Software License and Maintenance Agreement, dated as of September 10, 2013 (IT Agreement)	\$ 14,300	GBG USA INC.
90	Quantum Corporation	Agreement to provide services - no contract (IT Agreement)	\$ 2,832	GBG USA INC.
91	Qwest Communications Company (Centurylink)	Total Advantage Agreement, dated May 1, 2015, as subsequently amended from time to time and renamed Centurylink Total Advantage Agreement (IT Agreement)	\$ 510,145	GBG USA INC.
92	SAP Retail, Inc. and SAP Industries, Inc.	Software License Agreement, dated August 16, 2007, as supplemented (IT Agreement)	\$ 321,057	GBG USA INC.
93	Symantec (Optiv)	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
94	Unicom	Temporary license - no contract (IT Agreement)	\$ -	GBG USA INC.
95	Velocity Technology Solutions, Inc.	Master Agreement, dated May 22, 2015 (IT Agreement)	\$ 300,972	GBG USA INC.
96	Velocity Technology Solutions, Inc.	Amended and Restated Master Agreement, dated June 12, 2015 (IT Agreement)	included above	GBG USA INC.
97	Velocity Technology Solutions, Inc.	Mutual Non-disclosure Agreement, dated December 19, 2014 (IT Agreement)	included above	GBG USA INC.
98	Velocity Technology Solutions, Inc.	Mutual Non-disclosure Agreement, dated July 13, 2015 (IT Agreement)	included above	GBG USA INC.
99	Velocity Technology Solutions, Inc.	Service Description 005, dated May 22, 2015 (IT Agreement)	included above	GBG USA INC.
100	Verizon Business Services	Master Service Order Form to the US Services Agreement, dated as of April 24, 2015 (IT Agreement)	\$ 11,172	GBG USA INC.
101	Verizon Wireless	Agreement to provide services (Multiple Retail store data lines) no contract (IT Agreement)	\$ 23,927	GBG USA INC.
102	Zones, Inc.	Statement of Work, dated July 27, 2016 (IT Agreement)	\$ -	GBG USA INC.
103	Zones, Inc.	Statement of Work, dated September 16, 2014 (IT Agreement)	\$ -	GBG USA INC.

**Exhibit A-1**

**Redline**

	Counterparty / Counterparties	Description of Contract	Amount Required to Cure Default Thereunder, If Any	Assignee (if Applicable)
1	Clear Vision Optical Company, Inc.	Second Renewal of and Amendment to the Manufacturing Licensing Agreement dated as of January 1, 2013	<u>\$ -</u>	Marquee Brands, LLC
2	2761 Fruitland Avenue, L.L.C.*	Real Property Lease (Corporate Offices)	\$ 189,145	GBG USA INC.
3	4701 Santa Fe Avenue, L.L.C.**	Real Property Lease (Distribution Center)	\$ 172,985	GBG USA INC.
4	CPG Partners, L.P.	Real Property Lease (Store 415, Central Valley, NY)	\$ 52,680	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
5	The Retail Property Trust	Real Property Lease (Store 616, Atlanta, GA)	\$ 37,237	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
6	Fashion Valley Mall, LLC	Real Property Lease (Store 624, San Diego, CA)	\$ 55,376	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
7	HG Galleria I, II, III L.P.	Real Property Lease (Store 628, Houston, TX)	\$ 112,750	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
8	Sherman Oaks Fashion Associates, LP	Real Property Lease (Store 672, Sherman Oaks, CA)	\$ <del>2,534</del> <u>3,534</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
9	738 Lincoln Road, LLC	Real Property Lease (Store 676, Miami Beach, FL)	\$ 75,889	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
10	Westfield Topanga Owner LLC	Real Property Lease (Store 705, Canoga Park, CA)	\$ <del>24,975</del> <u>25,975</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
11	CP Commercial Delaware, LLC	Real Property Lease (Store 765, Westlake, OH)	\$ 19,889	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
12	JRA HHF VENTURE, LLC	Real Property Lease (Store 727, Pembroke Pines, FL)	\$ 221	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
13	Twelve Oaks Mall, LLC	Real Property Lease (Store 762, Novi, MI)	\$ 28,852	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
14	La Cienega Partners, LP	Real Property Lease (Store 764, Los Angeles, CA)	\$ 79,565	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
15	Tampa Associates Partnership Westshore Limited	Real Property Lease (Store 761, Tampa, FL)	\$ 47,142	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>



16	Somerset Collection Limited Partnership	Real Property Lease (Store 617, Troy MI)	\$ <del>91,305</del> <u>95,305</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
17	Forbes Taubman Orlando, L.L.C.	Real Property Lease (Store 667, Orlando, FL)	\$ <del>62,521</del> <u>66,521</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
18	Aventura Mall Venture	Real Property Lease (Store 707, Aventura, FL)	\$ <del>77,820</del> <u>79,820</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
19	Beachwood Place Mall, LLC	Real Property Leases (Store <del>627 and Storage Space, 627</del> , Beachwood, OH)	\$ <del>10,011</del> <u>11,343</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
20	PES Partners, LLC	Real Property Lease (Store 715, El Segundo, CA)	\$ <del>22,792</del> <u>29,372</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
21	Judith Halevi d/b/a Halevi Ventures*	Real Property Lease (Store 373, New York, NY)*	\$ 81,464	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
22	The Irvine Company LLC	Real Property Lease (Store 611, Newport Beach, CA)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
23	The Shops and Garage at Canal Place L.L.C.	Real Property Lease (Store 633, New Orleans, LA)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
24	Green 461 Fifth Lessee LLC	Real Property Lease (Store 735, New York, NY)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
25	CPG Partners, L.P.	Real Property Lease (Store 401, Cabazon, CA)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
26	CPG Partners, L.P.	Real Property Lease (Store 405, Camarillo, CA)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
27	San Marcos Premium Outlets II	Real Property Lease (Store 414, San Marcos, TX)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
28	Chelsea Orlando Development, LP	Real Property Lease (Store 421, Orlando, FL)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
29	Chelsea Allen Development, L.P.	Real Property Lease (Store 425, Allen, TX)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
30	Orlando Outlet Owner, LLC	Real Property Lease (Store 448, Orlando, FL)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
31	International Gateway Associates, LLC	Real Property Lease (Store 452, San Ysidro, CA)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>
32	Sunrise Mills (MLP), LP	Real Property Lease (Store 474, Sunrise, FL)	\$ <u>-</u>	GBG <del>USA INC.</del> <u>BCBG RETAIL LLC</u>

				<a href="#">RETAIL LLC</a>
33	Simon/Chelsea Las Vegas Development, LLC	Real Property Lease (Store 489, Las Vegas, NV)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
34	Livermore Premium Outlets, LLC	Real Property Lease (Store 512, Livermore, CA)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
35	Westchester Mall, LLC	Real Property Lease (Store 607, White Plains, NY)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
36	King of Prussia Associates	Real Property Lease (Store 610, King of Prussia, PA)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
37	Galleria Mall Investors, LP	Real Property Lease (Store 614, Dallas, TX)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
38	The Retail Property Trust	Real Property Lease (Store 620, Garden City, NY)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
39	The Town Center at Boca Raton Trust	Real Property Lease (Store 649, Boca Raton, FL)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
40	SPG Center, LLC	Real Property Lease (Store 664, Palo Alto, CA)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
<del>41</del>	<del>The Domain Shopping Center LP</del>	<del>Real Property Lease (Store 712, Auston, TX)</del>		<del>GBG USA INC.</del>
<del>42</del> <a href="#">41</a>	ABQ Uptown, LLC	Real Property Lease (Store 716, Albuquerque, NM)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
<del>43</del> <a href="#">42</a>	Forum Shops, LLC	Real Property Lease (Store 748, Las Vegas, NV)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
<del>44</del> <a href="#">43</a>	Simon Property Group (Texas), LP	Real Property Lease (Store 749, McAllen, TX)	<u>\$ -</u>	GBG <del>USA INC.</del> <a href="#">BCBG</a> <a href="#">RETAIL LLC</a>
<del>45</del>	<del>SDG Fashion Mall LP</del>	<del>Real Property Lease (Store 702, Indianapolis, IN)</del>		<del>GBG USA INC.</del>
<del>46</del>	<del>Shopping Center Associates</del>	<del>Real Property Lease (Store 743, Edison, NJ)</del>		<del>GBG USA INC.</del>
<del>47</del> <a href="#">44</a>	Bloomington's Inc.	Department License Agreement dated as of July 19, 2004, as amended by that certain Amendment to Department License Agreement dated as of September 18, 2008, as further amended by that certain Second Amendment to Department License Agreement dated as of May 13, 2009, as further	<u>\$ -</u>	GBG USA INC.

		amended by that certain Third Amendment to Department License Agreement dated as of February 27, 2012, as further amended by that certain Fourth Amendment to Department License Agreement dated as of February 5, 2013, as further amended by that certain Fifth Amendment to Department License Agreement dated as of June 17, 2013, as further amended by that certain Sixth Amendment to Department License Agreement dated as of September 24, 2013, as supplemented by that certain Letter Agreement dated as of December 19, 2013, as further amended by that certain Seventh Amendment to Department License Agreement dated as of May 21, 2014, as further amended by that certain Eighth Amendment to Department License Agreement dated as of August 2014, as further amended by that certain Ninth Amendment to Department License Agreement dated as of November 24, 2015, and as further amended by that certain Tenth Amendment to Department License Agreement dated as of October 12, 2016. (Partnership Agreement)		
4845	Bloomington's By Mail, Ltd., (d/b/a Bloomingdales.com)	Merchandise Supply Agreement <u>dated as of December 24, 2014</u>	\$ <u>          -</u>	GBG USA INC.
4946	The Higbee Company, Dillard's Inc., Dillard Store Services, Inc., Dillard's Dollars, Inc., Dillard Tennessee Operating Limited Partnership, Dillard Texas, LLC, SI Shopping Center Lessors, L.P., Condev Nevada, Inc., Dillard International, Inc., D-Serf Company, LLC, U.S. Alpha, Inc., Dillard Investment Co., Inc., Construction	Restated Master License Agreement dated as of May 3, 2009, as amended December 26, 2013. (Partnership Agreement)	\$ <u>          -</u>	GBG USA INC.

	Developers, Incorporated			
<del>50</del> <u>47</u>	Lord & Taylor, <del>LLC</del>	Lord & Taylor Licensed Department Agreement, dated as of <del>2004, 2005</del> , as amended by that Addendum to Licensed Department Agreement (Agreement for Internet Sales), dated May <del>25</del> , 2010, and as further amended by that Amendment to Lord & Taylor Licensed Department Agreement, dated June 1, 2010. (Partnership Agreement)	\$ <u>          -</u>	GBG USA INC.
<del>51</del> <u>48</u>	Macy's Retail Holdings, Inc.	Department License Agreement, dated as of October 3, 2003, as amended on November 25, 2005, as further amended June 28, 2010, as further amended October 10, 2012, as further amended April 22, 2013, as further amended February 23, 2015, as further amended June 19, 2015, and as further amended January 21, 2016. (Partnership Agreement)	\$ 125,215	GBG USA INC.
<del>52</del> <u>49</u>	Hudson's Bay Company	Licensed Department Agreement, dated as of October 1, <del>2012, 2012</del> , as amended by that Addendum to the License Department Agreement, dated August 1, 2016 and as further amended. (Partnership Agreement)	\$ -	GBG USA INC.
<u>50</u>	<u>Hudson's Bay Company</u>	<u>Master Merchandise Vendor Agreement.</u>	<u>\$ <u>          -</u></u>	<u>GBG USA INC.</u>
<del>53</del> <u>51</u>	West Coast Distribution, Inc.	Warehousing and Distribution Agreement, dated as of June 6, 2016 (Other)	\$ -	GBG USA INC.
<del>54</del> <u>52</u>	Climatec LLC	Avigilon Electronic Security and Safety System Statement of Work, dated September 8, 2015 (Other)	\$ -	GBG USA INC.
<del>55</del>	<del>2Link</del>	<del>Agreement to provide services (E-Commerce Agreement)</del>	<del>\$ <u>          -</u></del>	<del>GBG USA INC.</del>
<del>56</del> <u>53</u>	<del>Atlassian</del> <u>2Link</u>	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
<u>54</u>	<u>Atlassian</u>	<u>Agreement to provide services (E-Commerce Agreement)</u>	<u>\$ <u>          -</u></u>	<u>GBG USA INC.</u>
<del>57</del> <u>55</u>	Bluecore, Inc.	Statement of Work, dated as of March 31, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
<del>58</del> <u>56</u>	Borderfree, Inc.	Services Agreement, dated as of December 31, 2013 (E-Commerce Agreement)	\$ 511	GBG USA INC.
<del>59</del> <u>57</u>	Demandware, Inc.	Master Subscription and Services Agreement, dated as of March 11, 2015, as amended and supplemented (E-Commerce Agreement)	\$ 518,886	GBG USA INC.
<del>60</del> <u>58</u>	Fonts.com	Agreement to provide services (E-Commerce Agreement)	\$ -	GBG USA INC.
<del>61</del> <u>59</u>	Narvar Software	Renewal to Software as Services Agreement, dated April 1, 2017	\$ 30,000	GBG USA INC.

		(E-Commerce Agreement)		
<del>62</del> <a href="#">60</a>	PowerReviews, Inc.	Master Agreement and Service Order dated September 21, 2015 (E-Commerce Agreement)	\$ 33,750	GBG USA INC.
<del>63</del> <a href="#">61</a>	Priority Fulfillment Services, Inc.	Transaction Management Services Agreement, dated as of May 16, 2012, as supplemented and amended (E-Commerce Agreement)	\$ -	GBG USA INC.
<del>64</del> <a href="#">62</a>	Qubit Inc.	Qubit Sales Order Form, dated as of March 31, 2016, as amended March 30, 2017 <a href="#">(E-Commerce Agreement)</a>	\$ 53,941	GBG USA INC.
<del>65</del> <a href="#">63</a>	Rakuten Marketing LLC	Master Services Agreement, dated as of April 4, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
<del>66</del> <a href="#">64</a>	Shoprunner, Inc.	Participation Agreement, dated April 15, 2016 <a href="#">(E-Commerce Agreement)</a>	\$ 65,030	GBG USA INC.
<del>67</del> <a href="#">65</a>	Tealium, Inc.	Service Order, dated as of April 24, 2017 (E-Commerce Agreement)	\$ 10,125	GBG USA INC.
<del>68</del> <a href="#">66</a>	Yext, Inc.	Master Subscription Agreement, dated as of April 28, 2017 (E-Commerce Agreement)	\$ -	GBG USA INC.
<del>69</del> <a href="#">67</a>	Adobe	Annual services - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>70</del> <a href="#">68</a>	Aptos, Inc.	Master Agreement, dated as of July 20, 2015, as amended (IT Agreement)	\$ 36,000	GBG USA INC.
<del>71</del> <a href="#">69</a>	Comm Vault Systems	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>72</del> <a href="#">70</a>	Concrete Media Limited	Customer Agreement, dated as of June 1, 2014 (IT Agreement)	\$ 32,000	GBG USA INC.
<del>73</del> <a href="#">71</a>	Dropbox	Order Form, dated April 5, 2017 (IT Agreement)	\$ -	GBG USA INC.
<del>74</del> <a href="#">72</a>	Fortinet (Optiv)	Subscription to Fortigate Threat Management - non contract (IT Agreement)	\$ -	GBG USA INC.
<del>75</del> <a href="#">73</a>	Gerber Technology	Service Agreement, dated as of March 9, 2011 (IT Agreement)	\$ 57,901	GBG USA INC.
<del>76</del> <a href="#">74</a>	Gerber Technology	Software Loan Agreement, dated as of November 27, 2012 (IT Agreement)		included above GBG USA INC.
<del>77</del> <a href="#">75</a>	GS1 US, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>78</del> <a href="#">76</a>	Industry Retail Group	Monthly services - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>79</del> <a href="#">77</a>	Intercall (West)	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>80</del> <a href="#">78</a>	Iron Mountain Records Management, Inc.	Records Management and Service Agreement, dated as of December 14, 2000 (IT Agreement)	\$ 227,363	GBG USA INC.
<del>81</del> <a href="#">79</a>	Key Information Systems, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.

<del>82</del> <u>80</u>	Login Consulting Services, Inc.	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>83</del> <u>81</u>	Microsoft Corporation	Enterprise Enrollment, by and between BCBG Max Azria Group, LLC (IT Agreement)	\$ 14,080	GBG USA INC.
<del>84</del> <u>82</u>	Microsoft Corporation	SQL server subscription - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>85</del> <u>83</u>	NuOrder	Custom Development for Integration, dated April 12, 2006 (IT Agreement)	\$ 19,867	GBG USA INC.
<del>86</del> <u>84</u>	NuOrder	SOW - Custom Development for Integration, dated as of September 15, 2016 (IT Agreement)	included above	GBG USA INC.
<del>87</del> <u>85</u>	Open Text	Monthly subscription services - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>88</del> <u>86</u>	Oracle America	Oracle Cloud Services Agreement and Amendment One, dated as of November 25, 2014, as supplemented by Oracle Responsys Coupon Code Solution, dated March 19, 2015 (IT Agreement)	\$ 160,010	GBG USA INC.
<del>89</del> <u>87</u>	Oracle America	Torex Master Services Agreement dated as of August 10, 2008 (IT Agreement)	\$ 65,224	GBG USA INC.
<del>90</del> <u>88</u>	Pinnacle Systems	Agreement to provide services - no contract (IT Agreement)	\$ 4,785	GBG USA INC.
<del>91</del> <u>89</u>	Processweaver, Inc.	Software License and Maintenance Agreement, dated as of September 10, 2013 (IT Agreement)	\$ 14,300	GBG USA INC.
<del>92</del> <u>90</u>	Quantum Corporation	Agreement to provide services - no contract (IT Agreement)	\$ 2,832	GBG USA INC.
<del>93</del> <u>91</u>	Qwest Communications Company (Centurylink)	Total Advantage Agreement, dated May 1, 2015, as subsequently amended from time to time and renamed Centurylink Total Advantage Agreement (IT Agreement)	\$ <del>194,512</del> <u>510,145</u>	GBG USA INC.
<del>94</del> <u>92</u>	SAP Retail, Inc. and SAP Industries, Inc.	Software License Agreement, dated August 16, 2007, as supplemented (IT Agreement)	\$ <del>————</del> <u>321,057</u>	GBG USA INC.
<del>95</del> <u>93</u>	Symantec (Optiv)	Agreement to provide services - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>96</del> <u>94</u>	Unicom	Temporary license - no contract (IT Agreement)	\$ -	GBG USA INC.
<del>97</del> <u>95</u>	Velocity Technology Solutions, Inc.	Master Agreement, dated May 22, 2015 (IT Agreement)	\$ <del>-83,572</del> <u>300,972</u>	GBG USA INC.
<del>98</del> <u>96</u>	Velocity Technology Solutions, Inc.	Amended and Restated Master Agreement, dated June 12, 2015 (IT Agreement)	included above	GBG USA INC.
<del>99</del> <u>97</u>	Velocity Technology Solutions, Inc.	Mutual Non-disclosure Agreement, dated December 19, 2014 (IT Agreement)	included above	GBG USA INC.
<del>100</del> <u>98</u>	Velocity Technology Solutions, Inc.	Mutual Non-disclosure Agreement, dated July 13, 2015 (IT Agreement)	included above	GBG USA INC.

<del>101</del> <u>99</u>	Velocity Technology Solutions, Inc.	Service Description 005, dated May 22, 2015 (IT Agreement)		included above	GBG USA INC.
<del>102</del> <u>100</u>	Verizon Business Services	Master Service Order Form to the US Services Agreement, dated as of April 24, 2015 (IT Agreement)	\$	11,172	GBG USA INC.
<del>103</del> <u>101</u>	Verizon Wireless	Agreement to provide services (Multiple Retail store data lines) no contract (IT Agreement)	\$	23,927	GBG USA INC.
<del>104</del> <u>102</u>	Zones, Inc.	Statement of Work, dated July 27, 2016 (IT Agreement)	\$	<u>-</u>	GBG USA INC.
<del>105</del> <u>103</u>	Zones, Inc.	Statement of Work, dated September 16, 2014 (IT Agreement)	\$	<u>-</u>	GBG USA INC.

~~\* The Debtors are assuming as amended pursuant to that certain Sixth Amendment to Commercial Lease, dated as of July 24, 2017, by and between 2761 Fruitland Avenue, L.L.C., BCBG Max Azria Group, LLC, and GBG USA Inc. Cure amount does not include certain amounts that the Debtors have agreed to pay pursuant to the lease amendment.~~

~~\*\* The Debtors are assuming as amended pursuant to that certain Amendment to Amended and Restated Commercial Lease, dated as of July 24, 2017, by and between 4701 Santa Fe Avenue, L.L.C., BCBG Max Azria Group, LLC, and GBG USA Inc. Cure amount does not include certain amounts that the Debtors have agreed to pay pursuant to the lease amendment.~~