

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

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In re:	)	Chapter 11
	)	
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 17- 10466 (SCC)
	)	
Debtors.	)	(Jointly Administered)

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**FIFTH MONTHLY FEE STATEMENT OF DONLIN, RECANO & COMPANY, INC., AS  
ADMINISTRATIVE ADVISOR FOR THE DEBTORS FOR COMPENSATION FOR  
SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
FROM JULY 1, 2017 THROUGH JULY 31, 2017**

Name of Professional:	Donlin, Recano & Company, Inc.
Authorized to Provide Services to:	Debtors and Debtors in Possession
Date of Retention:	March 29, 2017, <i>nunc pro tunc</i> to February 28, 2017
Period for which compensation and reimbursement is sought:	July 1, 2017 through July 31, 2017
Amount of compensation sought as actual, reasonable and necessary:	\$7,487.00
80% of compensation sought as actual, reasonable and necessary:	\$5,989.60
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total Fees and Expenses Due:	\$5,989.60

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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.

By this monthly fee statement (the “**Statement**”), pursuant to sections 327, 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), Donlin, Recano & Company, Inc. (“**DRC**” or the “**Applicant**”) administrative advisor to the above captioned debtors and debtors in possession (the “**Debtors**”), hereby seeks compensation for reasonable and necessary fees incurred for the period commencing on July 1, 2017 through and including July 31, 2017 (the “**Statement Period**”). In accordance with the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* [Docket No. 231] (the “**Compensation Order**”), DRC seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in a total amount equal to \$7,487.00 and payment of \$5,989.60, or 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in an amount equal to \$0.00. In support of the Statement, DRC respectfully represents as follows:

**Summary of Total Amounts Requested**

<b>Monthly Interim Period</b>	<b>Total Interim Fees Requested</b>	<b>Less 20% Holdback</b>	<b>Total Fees to be Paid</b>	<b>Interim Expenses Requested</b>	<b>Total Expenses to be Paid</b>
July 1, 2017 –July 31, 2017	\$7,487.00	\$1,497.40	\$5,989.60	\$0.00	\$0.00
<b>TOTALS</b>	<b>\$7,487.00</b>	<b>\$1,497.40</b>	<b>\$5,989.60</b>	<b>\$0.00</b>	<b>\$0.00</b>

**Summary of Total Hours and Fees by Professionals During the Statement Period**

<b>Professional</b>	<b>Position</b>	<b>Rates</b>	<b>July 1, 2017 – July 31, 2017 Hours</b>	<b>July, 2017 – July 31, 2017 Fees</b>
Andrew Logan	Senior Bankruptcy Consultant	\$175.00	1.0	\$175.00
Jung Song	Senior Bankruptcy Consultant	\$175.00	21.8	\$3,815.00
Jennifer Goode	Case Manager	\$140.00	0.5	\$70.00
Nora Morales	Case Manager	\$140.00	2.0	\$280.00
Ted Tokuda	Case Manager	\$140.00	20.6	\$2,884.00
Rommel Mapa*	Case Manager	\$65.00	0.1	\$6.50
Tina Carr	Consultant/Analyst	\$45.00	1.0	\$45.00
Rommel Mapa*	Case Manager	\$45.00	4.7	\$211.50
<b>TOTALS</b>			<b>51.7</b>	<b>\$7,487.00</b>

**Jurisdiction**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Amended Standing Order of Reference of the United States District Court for the Southern District of New York, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 327, 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-1.

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\* Different rates apply depending upon tasks performed.

### **Background**

2. On February 28, 2017 (the “**Petition Date**”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York.

3. The Debtors have continued in the possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 9, 2017, the Office of the United States Trustee for the Southern District of New York appointed the official committee of unsecured creditors. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.

### **Retention of DRC**

4. On March 29, 2017, the Court entered the *Order Approving the Employment and Retention of Donlin, Recano & Company, Inc., as the Administrative Advisor for the Debtors, Effective Nunc Pro Tunc to the Petition Date* [Docket No. 229].

5. DRC assists the Debtors in numerous areas. DRC separates its entries into two project categories for this Statement Period: (i) Preparation of Fee Statements/Applications; and (ii) Voting and Solicitation. The following is a summary of hours and fees by task code incurred by the professionals during the Statement Period:

**Summary of Hours and Fees by Task Code**

Task Code Descriptions	July 1, 2017 – July 31, 2017 Hours	July 1, 2017 – July 31, 2017 Fees
Fee Statement and Application Preparation	3.0	\$455.00
Voting and Solicitation	48.7	\$7,032.00
<b>TOTALS</b>	<b>51.7</b>	<b>\$7,487.00</b>

6. The following project categories include summary descriptions of each of the Applicant’s principal activities, including the hours and amounts incurred.

A. Fee Statement and Application Preparation:

The total number of hours billed for this project was 3.0. The total fees related to this project were \$455.00.

This category includes the Applicant’s work in preparing DRC’s fourth monthly fee statement for the period of June 1, 2017 through and including June 30, 2017. In addition, DRC’s professionals began preparing their fifth monthly fee statement for the period of July 1, 2017 through and including July 31, 2017.

B. Voting and Solicitation:

The total number of hours billed for this project was 48.7. The total fees related to this project were \$7,032.00.

This category includes the Applicant’s work in reviewing and processing ballots; responding to creditor inquiries; and preparing voting declaration in support of confirmation of the plan.

**Relief Requested**

7. DRC submits this Statement in accordance with the Compensation Order. All services for which DRC requests compensation were performed for, or on behalf of, the Debtors.

8. DRC seeks (i) allowance of reasonable and necessary fees incurred during the Statement Period in the total amount of \$7,487.00 and payment of \$5,989.60 which represents 80% of the total amount, and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Statement Period in the amount of \$0.00.

9. DRC has maintained detailed records of the time spent in the rendition of professional services to the Debtors during the Statement Period. Attached hereto as Exhibit A and incorporated herein by reference is a true and correct copy of the monthly billing statement prepared for the services rendered in these cases by DRC. The billing statement is in the same form regularly used by DRC to bill its clients for services rendered and includes the date that the services were rendered, a detailed, contemporaneous narrative description of the services provided, the amount of time spent for each service and the designation of the professional who performed the service in each task category.

10. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested is fair and reasonable given (i) the complexity of these cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services charged elsewhere.

Notice

11. Pursuant to the Compensation Order, this Statement will be served upon the Application Recipients (as defined in the Compensation Order) and notice of this Statement will be served upon any party that has requested notice pursuant to Bankruptcy Rule 2002. DRC submits that, in light of the relief requested, no other or further notice is necessary.

WHEREFORE, pursuant to the Compensation Order, DRC respectfully requests (a) allowance of its fees for services rendered during the Statement Period in the total amount of \$7,487.00, (b) payment for services rendered during the Statement Period in the amount of \$5,989.60, which represents 80% of the total amount, and (c) allowance and reimbursement of \$0.00 in actual and necessary expenses incurred during the Statement Period.

Dated: Brooklyn, New York  
August 10, 2017

Respectfully submitted,

**DONLIN, RECANO & COMPANY, INC.**

By:  \_\_\_\_\_

Roland Tomforde  
Chief Operating Officer  
Donlin, Recano & Company, Inc.  
6201 15<sup>th</sup> Avenue  
Brooklyn, NY 11219  
Telephone: (212) 481-1411  
Facsimile: (212) 481-1416  
E-mail: rtomforde@donlinrecano.com

**EXHIBIT A**



**Donlin Recano**  
 An AST Company

August 9, 2017

BCBG Max Azria Global Holdings, LLC  
 Deborah C. Rieger-Paganis  
 2761 Fruitland Avenue  
 Vernon, CA 90058

**Re: BCBG Max Azria Global Holdings, LLC, et al. ("BCBG") – 11 U.S.C. § 327 Fees and Expenses**

**Invoice # : 2362 – 005**

For Professional Services: July 1, through July 31, 2017

<b>Current Charges:</b>		<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Andrew Logan	Senior Bankruptcy Consultant	1.0	175.00	\$175.00
Jung Song	Senior Bankruptcy Consultant	21.8	175.00	\$3,815.00
Jennifer Goode	Case Manager	0.5	140.00	\$70.00
Nora Morales	Case Manager	2.0	140.00	\$280.00
Ted Tokuda	Case Manager	20.6	140.00	\$2,884.00
Rommel Mapa*	Case Manager	0.1	65.00	\$6.50
Tina Carr*	Consultant/Analyst	1.0	45.00	\$45.00
Rommel Mapa*	Case Manager	4.7	45.00	\$211.50
<b>Total Hours &amp; Fees</b>		<u>51.70</u>		<u>\$7,487.00</u>
Less 20% Holdback on Fees				<1,497.40>
Subtotal of Fees				\$5,989.60
Expenses				0.00
<b>Total Amount Due</b>				<u>\$5,989.60</u>

You may make your check payable to Donlin, Recano & Company, Inc. and forward it to the address below or, if you prefer, you may wire payment as per the following instructions:

Account Name: Donlin, Recano & Company, Inc.  
 Account #: 590872834  
 Bank Name: HSBC Bank USA  
 452 Fifth Avenue  
 New York, NY 10038  
 ABA #: 021 001 088  
 Contact: James F. Conti  
 Telephone #: (212)525-6677  
 E-MAIL: james.f.conti@us.hsbc.com

Feel free to call if you have any questions or are in need of further information. Best regards.

Sincerely,

Alexander T. Leventhal  
 President & Chief Executive Officer

Enclosures  
 2362

cc: email: Kirkland & Ellis, LLP  
 James H.M. Sprayregen, P.C.  
 300 North LaSalle  
 Chicago, IL 60654  
 Kirkland & Ellis, LLP  
 Benjamin M. Rhode.  
 300 North LaSalle  
 Chicago, IL 60654  
 Kirkland & Ellis, LLP  
 Joshua A. Sussberg, P.C.  
 601 Lexington Avenue  
 New York, NY 10022  
 Kirkland & Ellis, LLP  
 Christopher J. Marcus  
 601 Lexington Avenue  
 New York, NY 10022

DONLIN, RECANO & COMPANY, INC. ("DRC")  
BCBG Vote/SOFA ("BCBG")  
Invoice # 5 – July 1, through July 31, 2017

**I. CONSULTING FEES (SEE EXHIBIT A FOR DETAILS)**

22.8 hours @ \$175.00/hour	3,990.00	
23.1 hours @ \$140.00/hour	3,234.00	
0.1 hours @ \$65.00/hour	6.50	
5.7 hours @ \$45.00/hour	<u>256.50</u>	
<b>SUB TOTAL - Consulting Fees</b>		<b>7,487.00</b>

**II. OUT OF POCKET EXPENSES**

None required July 1, through July 31, 2017	<u>0.00</u>	
<b>SUB TOTAL - Out of Pocket Expenses</b>		<b><u>0.00</u></b>
<b>TOTAL CHARGES – July 1, through July 31, 2017</b>		<b>\$7,487.00</b>
<b>Less: 20% Holdback on Fees</b>		<b><u>&lt;1,497.40&gt;</u></b>
<b>AMOUNT DUE</b>		<b>\$5,989.60</b>

DONLIN, RECANO & COMPANY, INC. ("DRC")  
BCBG Vote/SOFA ("BCBG")  
Invoice # 5 – July 1, through July 31, 2017

**Summary of Charges by Activity**

Fee Statement and Application Preparation	3.0	hours	\$455.00
Voting and Solicitation	<u>48.7</u>	hours	<u>7,032.00</u>
<b>Total</b>	<b>51.7</b>		<b>\$7,487.00</b>

DONLIN, RECANO & COMPANY, INC. ("DRC")

Exhibit A

Invoice # : 2362 - 005 - July 1, through July 31, 2017

<u>Date</u>	<u>User</u>	<u>Activity - Voting and Solicitation</u>	<u>Hours</u>	<u>Rate</u>	<u>Charges</u>
7-5	J. Goode	Reviewed e-mail correspondence re the voting of a creditor's filed claim (0.2). Followed up re the findings (0.3).	0.5	140.00	70.00
7-5	T. Carr	Telephone conferences with various creditors re vote questions.	0.3	45.00	13.50
7-6	T. Tokuda	Review and process ballots.	0.8	140.00	112.00
7-7	J. Song	Correspond with various creditors re opt-out release language and reproduce electronic version of Class 6 ballots (0.7); review and reconcile physical and electronically submitted ballots (0.6).	1.3	175.00	227.50
7-7	T. Tokuda	Review and process ballots.	0.7	140.00	98.00
7-10	J. Song	Various correspondences with creditors re claim status and vote procedures and opt-out options (0.8); review interim tabulation report and reconcile against electronically submitted votes (0.5).	1.3	175.00	227.50
7-10	T. Tokuda	Review and process ballots.	1.2	140.00	168.00
7-11	J. Song	Various correspondences with various creditors re status of filed claim and vote amount in connection with voting on the plan (0.8); reproduce personalized ballots and e-mail the same to creditors (0.4); research claim classifications to determine plan class category and advise appropriate notice received (0.4).	1.6	175.00	280.00
7-11	T. Tokuda	Review and process ballots (0.9). Respond to creditor inquiries and research same (1.3).	2.2	140.00	308.00
7-11	T. Carr	Telephone conferences with various creditors re vote questions.	0.4	45.00	18.00
7-12	J. Song	Review and reconcile cast ballots (0.6); proof interim tabulation report against ballots submitted via e-mail (0.5).	1.1	175.00	192.50
7-12	T. Tokuda	Review and process ballots (1.2). Respond to creditor inquiries re vote procedures (0.8).	2.0	140.00	280.00
7-12	R. Mapa	Responded to creditor inquiries (Call Center).	0.1	65.00	6.50
7-13	J. Song	Draft vote declaration in connection with BCBG's Plan and correspond with KE team re same (1.6); review and proof returned ballots for reconciliation and validation (0.7).	2.3	175.00	402.50
7-13	T. Tokuda	Review and process ballots (1.1). Respond to creditor inquiries re vote procedures (0.7).	1.8	140.00	252.00

## Invoice # : 2362 - 005 - July 1, through July 31, 2017

<u>Date</u>	<u>User</u>	<u>Activity - Voting and Solicitation</u>	<u>Hours</u>	<u>Rate</u>	<u>Charges</u>
7-14	J. Song	Review and proof returned ballots and reconciled against vote authorized amount for validation (0.6); review and proof interim tabulation report results (0.4).	1.0	175.00	175.00
7-14	T. Tokuda	Review and process ballots (1.7). Respond to creditor inquiries re vote procedures (1.4).	3.1	140.00	434.00
7-14	R. Mapa	Entered RPO data.	4.0	45.00	180.00
7-17	J. Song	Correspond with various creditors re processing ballots and reproduction of ballots in PDF (0.8); review, proof and process ballots (2.9); produce and proof interim tabulation report and follow-up with KE re same (0.8).	4.5	175.00	787.50
7-17	T. Tokuda	Review and process ballots.	4.3	140.00	602.00
7-17	R. Mapa	Separated RPO from claims.	0.4	45.00	18.00
7-17	T. Carr	Telephone conferences with various creditors re vote questions.	0.2	45.00	9.00
7-18	J. Song	Review, proof and validate returned ballots and reconciled against the tabulation results.	3.8	175.00	665.00
7-18	T. Tokuda	Review and process late ballots (0.6). Proofed and verified all processed ballots for quality assurance (3.1).	3.7	140.00	518.00
7-18	R. Mapa	Scanned documents into doculex.	0.3	45.00	13.50
7-19	J. Song	Correspond with a creditor re status of vote results.	0.2	175.00	35.00
7-20	J. Song	Review and reconcile tabulation results and update draft of vote declaration for court filing.	1.8	175.00	315.00
7-21	J. Song	Finalize vote declaration and follow-up with KE re same for Court filing.	0.7	175.00	122.50
7-25	J. Song	Participated in Confirmation Hearing.	2.2	175.00	385.00
7-25	T. Tokuda	Respond to creditor inquiries re vote procedures.	0.4	140.00	56.00
7-25	T. Carr	Telephone conferences with various creditors re vote questions.	0.1	45.00	4.50
7-28	T. Tokuda	Review and process late ballots.	<u>0.4</u>	140.00	56.00
TOTAL HOURS – July 1, through July 31, 2017					<u>48.7</u>
TOTAL CHARGES					<u>\$7,032.00</u>

DONLIN, RECANO & COMPANY, INC. ("DRC")

Exhibit A

Invoice # : 2362 - 005 - July 1, through July 31, 2017

<u>Date</u>	<u>User</u>	<u>Activity - Fee Statement and Application Preparation</u>	<u>Hours</u>	<u>Rate</u>	<u>Charges</u>
7-5	A. Logan	Continue work on preparing DRC's 1st Interim Fee Application.	0.4	175.00	70.00
7-12	A. Logan	Review and revise DRC's 4th monthly fee statement and coordinate execution of same and prepare for court filing and e-mail to Debtors' counsel for court filing.	0.6	175.00	105.00
7-12	N. Morales	Draft June Fee Statement.	1.2	140.00	168.00
7-28	N. Morales	Draft July Fee Statement.	<u>0.8</u>	140.00	112.00
TOTAL HOURS – July 1, through July 31, 2017					<u>3.0</u>
TOTAL CHARGES					<u>\$455.00</u>