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*Counsel to the Plan Administrator*

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

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

**NOTICE OF PLAN ADMINISTRATOR’S MOTION FOR ENTRY OF AN ORDER  
(I) APPROVING (A) OMNIBUS CLAIMS OBJECTION PROCEDURES AND  
(B) OMNIBUS CLAIMS SATISFACTION PROCEDURES, AND (II) AUTHORIZING  
THE PLAN ADMINISTRATOR TO FILE SUBSTANTIVE OMNIBUS OBJECTIONS  
TO CLAIMS PURSUANT TO BANKRUPTCY RULE 3007(c) AND (d)**

**PLEASE TAKE NOTICE** that a hearing on the annexed motion (the “Motion”) of David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of BCBG Max Azria Global Holdings, LLC and its affiliated post-effective date debtors (collectively, the “Post-Effective Date Debtors” and before the Effective Date of the Plan, the “Debtors”), dated September 8, 2017, for the entry of an order, substantially in the form attached as **Exhibit 1** to the Motion (the “Proposed Order”), approving the Objection Procedures and Satisfaction Procedures and granting related relief, will be held before the Honorable Shelley C.

<sup>1</sup> A list of the Post-Effective Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date 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).

Chapman of the United States Bankruptcy Court for the Southern District of New York (the “Court”), in Room 623, One Bowling Green, New York, New York 10004-1408 on **September 28, 2017 at 10:00 a.m. (prevailing Eastern Time)** (the “Hearing”).

**PLEASE TAKE FURTHER NOTICE** that any responses or objections (each, an “Objection”) to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the *Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures and (II) Granting Related Relief* [Docket No. 90] (the “Case Management Order”), shall set forth the basis for the Objection and the specific grounds therefore, and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court’s case filing system (the User’s Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Court), with a hard copy delivered directly to chambers pursuant to Local Rule 9070-1 and served so as to be actually received no later than **September 21, 2017 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”), upon the parties on the Master Service List (as defined in the Case Management Order).

**PLEASE TAKE FURTHER NOTICE** that if no Objections are timely filed and served with respect to the Motion, the relief requested shall be deemed unopposed, and the Court may enter an order granting the relief sought without a hearing.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion and Case Management Order may be obtained free of charge by visiting the website of Donlin Recano & Company, Inc. at <http://www.donlinrecano.com/bcbg>. You may also obtain copies of any pleadings by visiting

the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: September 8, 2017

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Robert J. Feinstein*

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

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

**PLAN ADMINISTRATOR’S MOTION FOR ENTRY OF AN ORDER (I) APPROVING  
(A) OMNIBUS CLAIMS OBJECTION PROCEDURES AND (B) OMNIBUS CLAIMS  
SATISFACTION PROCEDURES, AND (II) AUTHORIZING THE PLAN  
ADMINISTRATOR TO FILE SUBSTANTIVE OMNIBUS OBJECTIONS TO  
CLAIMS PURSUANT TO BANKRUPTCY RULE 3007(c) AND (d)**

David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of BCBG Max Azria Global Holdings, LLC and its affiliated post-effective date debtors (collectively, the “Post-Effective Date Debtors” and before the Effective Date of the Plan, the “Debtors”),<sup>2</sup> hereby submits this motion (the “Motion”) for the entry of an order, substantially in the form attached as **Exhibit 1** to the Motion (the “Proposed Order”), approving

<sup>1</sup> A list of the Post-Effective Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date 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).

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in 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* [Docket No. 591, Exhibit 1] (the “Plan”).

the Objection Procedures and Satisfaction Procedures and granting related relief, and respectfully represents as follows:

**Relief Requested**

1. By this Motion, the Plan Administrator seeks entry of the Proposed Order: (a) approving the objection procedures outlined herein, (b) approving the claims satisfaction procedures outlined herein, and (c) authorizing the Plan Administrator to assert substantive objections to Claims (including administrative expense requests) in an omnibus format pursuant to rules 3007(c) and (d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

**Jurisdiction**

2. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. The Plan Administrator confirms his consent, pursuant to Federal Rule of Bankruptcy Procedure 7008, to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. Venue is proper pursuant to 28 U.S.C. §§1408 and 1409.

4. The statutory bases for the relief requested herein are sections 105(a) and 502(a) of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rule 3007, and Rule 9013-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”).

### **Background**

5. On February 28, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

6. On July 26, 2017, the Court entered its *Findings of Fact, Conclusions of Law, and Order Confirming 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* [Docket No. 591] (the “Confirmation Order”) confirming the Plan.

7. On July 31, 2017, the Effective Date of the Plan occurred. *See Notice of (I) Entry of Order Confirming 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 and (II) Occurrence of Effective Date* [Docket No. 601] (the “Effective Date Notice”). Pursuant to the Plan, the Plan Administrator was appointed on the Effective Date “to implement the Plan and to make distributions thereunder and wind down the businesses and affairs of the Debtors and Post-Effective Date Debtors.” Plan, at Article IV.E. This includes the authority “to File, withdraw, or litigate to judgment objections to Claims or Interests.” *Id.*, at Article VII.B.

8. On April 13, 2017, each of the Debtors filed their respective schedules of assets and liabilities (as amended from time to time, the “Schedules”) pursuant to Bankruptcy Rule 1007.

9. On April 26, 2017, the Court entered an order [Docket No. 348] establishing certain dates and deadlines for filing Proofs of Claim in these chapter 11 cases. Specifically, among other things, the Court established June 9, 2017 (the “General Claims Bar Date”) as the deadline for all persons and entities asserting a Claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose on or prior to the Petition Date, including

claims pursuant to section 503(b)(9) of the Bankruptcy Code, to file written proof of such claim. To date, over 820 Proofs of Claim have been filed against the Debtors in the aggregate approximate amount of \$360 million.

10. On August 30, 2017, the Administrative Claim Bar Date occurred. *See* Plan, at Article I.A.7; Effective Date Notice. As of the date hereof, 114 Administrative Claims in the asserted aggregate amount of approximately \$46 million have been filed against the Debtors.

11. Because of the large number of Claims in these cases, the Plan Administrator seeks approval to file Omnibus Objections to certain Claims in accordance with the procedures set forth herein.

#### **Proposed Objection Procedures**

12. The Plan Administrator, together with his advisors, is continuing to review and reconcile all Claims asserted against the Debtors. To expedite and ultimately complete the Claims reconciliation process in a timely, efficient, and cost-effective manner, the Plan Administrator seeks approval to implement the procedures attached to the Proposed Order as **Exhibit A** (the “Objection Procedures”). The Objection Procedures describe the key aspects of the proposed Claims objection process, including, among other things:

- a. the form of omnibus objections (each, an “Omnibus Objection”) that the Plan Administrator will utilize;
- b. the types of exhibits and supporting documentation that the Plan Administrator will include with each Omnibus Objection;
- c. the form of the notice that will be provided to affected creditors (the “Objection Notice”);
- d. the information necessary for affected creditors to attempt to informally resolve the objection to their Claim and/or file a formal response thereto, and the implications of failing to timely resolve or respond to such objection;
- e. information relating to filing a formal reply to a filed response; and

f. information relating to discovery and hearings on Omnibus Objections.

13. To protect the due process rights of creditors, the Plan Administrator will comply with the procedural safeguards for Omnibus Objections set forth in Bankruptcy Rule 3007(e). The Plan Administrator also intends to serve affected creditors with a customized Objection Notice,<sup>3</sup> substantially in the form attached to the Proposed Order as **Exhibit B**, that will include, among other things, (a) the name of the claimant, (b) the Proof of Claim number, (c) the basis for the objection to each particular claim, (d) the response date and response procedures, and (e) the date, time, and location of the hearing and related procedures.

**Relief Pursuant to Bankruptcy Rule 3007(c) and (d)**

14. Although the Plan Administrator expects to object to a number of Claims on the grounds enumerated in Bankruptcy Rule 3007(d), certain Claims may necessitate objections on additional grounds not expressly set forth therein (collectively, the “Additional Grounds”), including that such claims, in whole or in part:

- a. are inconsistent with the Debtors’ books and records;
- b. fail to specify the asserted Claim amount (or only list the Claim amount as “unliquidated”);
- c. fail to sufficiently specify the basis for the Claim or provide sufficient supporting documentation in support of such Claim;
- d. seek recovery of amounts for which the Debtors are not liable;
- e. are satisfied by payment in full on account of such Claim from a party that is not a Debtor or Post-Effective Date Debtor;
- f. are to be satisfied by one or more of the Debtors’ insurers;
- g. are incorrectly or improperly classified;
- h. have been formally withdrawn by the claimant through the filing of a pleading or through the entry of a Court order indicating withdrawal of the Claim;

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<sup>3</sup> While the Objection Notice generally will be in the form attached to the Proposed Order, it may be tailored to address specific issues with respect to particular creditors, Claims, or objections, as necessary and appropriate.



- i. are filed against non-Debtors or are filed against multiple Debtors; or
- j. are disallowed pursuant to section 502 of the Bankruptcy Code.

15. To minimize the cost, confusion, and delay otherwise attendant to preparing and filing individual objections on a Claim-by-Claim basis, the Plan Administrator seeks to object, pursuant to Bankruptcy Rule 3007(c) and (d), to certain Claims on the Additional Grounds outlined above in an Omnibus Objection format.

16. The relief sought in this Motion will allow the Plan Administrator to complete the Claims reconciliation process in a timely, efficient, and cost-effective manner by avoiding the costs, resources, and delay attendant to preparing and filing hundreds of individualized objections based on the same or similar underlying grounds. Notably, the Objection Procedures protect creditors' due process rights by implementing the same safeguards for Omnibus Objections set forth in Bankruptcy Rule 3007(e) and the individualized noticing process described above.

#### **Proposed Satisfaction Procedures**

17. To minimize the cost, confusion, and delay otherwise attendant to the Claims reconciliation process, the Plan Administrator seeks to notify certain claimants of the Plan Administrator's belief that those Claims have been satisfied in full pursuant to the Plan or some other order of the Court and will, therefore, be expunged from the Claims Register. To achieve that goal, the Plan Administrator seeks to implement the procedures attached to the Proposed Order as **Exhibit C** (the "**Satisfaction Procedures**"). The Satisfaction Procedures describe the key aspects of the Claims satisfaction process, including, among other things:

- a. the form of notice of satisfaction (the "**Notice of Satisfaction**") that the Plan Administrator will utilize;
- b. the information necessary for affected creditors to object to the Notice of Satisfaction and/or file a formal response thereto; and

- c. information regarding the implications of failing to timely object or respond to such Notice of Satisfaction.

18. To protect the due process rights of creditors, the Plan Administrator intends to serve affected creditors with a customized Notice of Satisfaction, substantially in the form attached to the Proposed Order as **Exhibit D**,<sup>4</sup> that will include, among other things, (a) the name of the claimant, the Proof of Claim number, (c) the amount for which each particular Claim has been satisfied, and (d) the objection date and objection procedures for objecting to the Notice of Satisfaction.

### **Basis for Relief**

19. Section 502(a) of the Bankruptcy Code provides that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. §502(a). Bankruptcy Rule 3001 states that “a proof of claim executed and filed in accordance with these rules shall constitute *prima facie* evidence of the validity and amount of the claim.” *See* Fed. R. Bankr. P. 3001. Under section 1111(a) of the Bankruptcy Code, scheduled Claims are treated as Proofs of Claim. *See* 11 U.S.C. § 1111(a) (“A proof of claim . . . is deemed filed under section 501 of this title for any claim . . . that appears in the schedules . . . except a claim . . . that is scheduled as disputed, contingent, or unliquidated.”). As such, the Plan Administrator must review all Claims in the chapter 11 cases as part of the Claims reconciliation process.

20. In addition to the grounds enumerated in Bankruptcy Rule 3007(d) for filing Omnibus Objections to Claims, Bankruptcy Rule 3007(c) affords the Court discretion to authorize Omnibus Objections based upon grounds beyond those explicitly delineated by Bankruptcy Rule 3007(d). *See* Fed. R. Bankr. P. 3007(c) (“Unless otherwise ordered by the

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<sup>4</sup> While the Notice of Satisfaction generally will be in the form attached to the Proposed Order, it may be tailored to address specific issues with respect to particular creditors, Claims, or objections, as necessary or appropriate.

court or permitted by subdivision (d), objections to more than one Claim shall not be joined in a single objection.”). Section 105(a) of the Bankruptcy Code provides that a bankruptcy court may “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions [of the Bankruptcy Code].” 11 U.S.C. § 105(a). Under section 105(a), the Court has expansive equitable power to fashion any order or decree that is in there interest of preserving or protecting the value of a debtor’s assets. *See Comm. Of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1069 (2d Cir. 1983) (“[A] bankruptcy judge must have substantial freedom to tailor his orders to meet differing circumstances.”); *In re Keene Corp.*, 168 B.R. 285, 292 (Bankr. S.D.N.Y. 1994) (the court can “use its equitable powers to assure the orderly conduct of the reorganization proceedings.”).

21. Authorizing the Plan Administrator to file Omnibus Objections consistent with the Objection Procedures and to send Notices of Satisfaction consistent with the Satisfaction Procedures is an appropriate use of the Court’s power under section 105(a) of the Bankruptcy Code and conforms to the spirit of Bankruptcy Rule 3007, the underlying goal of which is to balance the due process rights of creditors with the efficient administration of large chapter 11 cases.

22. On one hand, the proposed Objection Procedures and Satisfaction Procedures provide a cost-effective and efficient framework for the careful review, prosecution, and reconciliation of Claims by, among other things, (a) providing greater certainty in administering the objection process, (b) promoting the consensual resolution of Claims objections or, alternatively, establishing efficient fair mechanisms to settle Claims objections, and (c) reducing the cost, time, and delay of prosecuting Claims objections. On the other hand, the proposed Objection Procedures and Satisfaction Procedures respect creditors’ due process rights by

implementing the safeguards set forth for Omnibus Objections already authorized under Bankruptcy Rule 3007(e) and requiring service of the Objection Notice and Notice of Satisfaction on affected creditors in full compliance with the due process requirements of the Bankruptcy Code and Bankruptcy Rules.

23. Similarly, allowing the Plan Administrator to object to Claims on Additional Grounds in an omnibus format will promote the efficient and cost-effective administration of the Post-Effective Date Debtors' estates. Specifically, the relief requested will save the Plan Administrator from the time and expense of filing potentially hundreds of individual Claim objections. Moreover, the Claims objection process and Claims satisfaction process will be well-organized, and all parties in interest will benefit from a streamlined filing process that will result in fewer pleadings, fewer hearings, and greater efficiency.

24. The relief sought herein is consistent with similar Claims objection procedures regularly approved in this district in recent large chapter 11 cases. *See, e.g. In re Sabine Oil & Gas Corp.*, No. 15-11835 (SCC) (Bankr. S.D.N.Y. Sept. 22, 2016); *In re Sbarro LLC*, No. 14-10557 (MG) (Bankr. S.D.N.Y. Aug. 29, 2014); *In re LHI Liquidation Co. Inc.*, No. 13-14050 (MG) (Bankr. S.D.N.Y. June 10, 2014); *In re Hawker Beechcraft, Inc.*, No. 12-11873 (SMB) (Bankr. S.D.N.Y. Apr. 3, 2013); *In re Residential Capital, LLC*, No. 12-12020 (MG) (Bankr. S.D.N.Y. Mar. 21, 2013); *In re Innkeepers USA Trust*, No. 10-13800 (SCC) (Bankr. S.D.N.Y. Mar. 29, 2011).

25. The Plan Administrator believes that the relief requested herein appropriately balances judicial and administrative efficiency with due process rights. Accordingly, the Plan Administrator respectfully requests that the Court approve the relief requested herein.

**Notice**

26. The Plan Administrator has provided notice of this Motion to: (a) the Master Service List and (b) the 2002 List. The Plan Administrator submits that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

27. No prior motion for the relief requested in this Motion has been made to this or any other court.

WHEREFORE the Plan Administrator respectfully requests the entry of the Proposed Order, substantially in the form annexed hereto as **Exhibit 1**, granting the relief requested herein and granting such other and further relief as is just and proper.

Dated: September 8, 2017

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Robert J. Feinstein  
Robert J. Feinstein, Esq.  
Bradford J. Sandler, Esq.  
780 Third Avenue, 34<sup>th</sup> Floor  
New York, NY 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777

*Counsel to the Plan Administrator*

**Exhibit 1**

(Proposed Order)

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

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

**ORDER (I) APPROVING (A) OMNIBUS CLAIMS OBJECTION PROCEDURES AND  
(B) OMNIBUS CLAIMS SATISFACTION PROCEDURES AND (II) AUTHORIZING  
THE PLAN ADMINISTRATOR TO FILE SUBSTANTIVE OMNIBUS OBJECTIONS  
TO CLAIMS PURSUANT TO BANKRUPTCY RULE 3007(c) AND (d)**

Upon the motion (the “Motion”)<sup>2</sup> of the Plan Administrator, on behalf of the Post-Effective Date Debtors, for entry of an order (this “Order”), (I) approving (a) the Objection Procedures attached hereto, (b) the Satisfaction Procedures attached hereto, and (II) authorizing the Plan Administrator to assert substantive objections to Claims (including administrative expense requests) in an omnibus format pursuant to Bankruptcy Rule 3007(c) and (d), all as more fully described in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that the venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the Plan Administrator’s notice of the Motion and opportunity for a hearing thereon were appropriate

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<sup>1</sup> A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date 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).

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

under the circumstances and no other notice need be provided; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is

HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Notwithstanding anything to the contrary in the Bankruptcy Code, the Bankruptcy Rules, or the Local Bankruptcy Rules, and pursuant to Bankruptcy Rule 3007(c), the Plan Administrator may file Omnibus Objections that include objections to Claims (including administrative expense requests) on any basis provided for in Bankruptcy Rule 3007(d) and/or the Additional Grounds.
3. The Plan Administrator may file and prosecute any Omnibus Objections in accordance with the Objection Procedures attached hereto as **Exhibit A**, which are approved, and the other procedural safeguards set forth in Bankruptcy Rule 3007(e).
4. The form of Objection Notice attached hereto as **Exhibit B** is approved.
5. The Plan Administrator may mail Notices of Satisfaction in accordance with the Satisfaction Procedures attached hereto as **Exhibit C**, which are approved, that notify certain claimants of the Plan Administrator's belief that those Claims have been satisfied in full and will, therefore, be expunged from the Claims Register absent a response from the Claim holder.
6. The form of Notice of Satisfaction attached hereto as **Exhibit D** is approved. To the extent no response is received from a recipient of a Notice of Satisfaction, such Claim shall be expunged from the Claims Register and such recipient shall not be treated as a creditor with respect to the Claim for purposes of distribution.



7. Nothing in this Order or in the Motion is, or shall be deemed to constitute, any admission as to the validity, nature, amount, extent, or priority of any Claim asserted against the Debtors and/or Post-Effective Date Debtors, as applicable, in the chapter 11 cases, or as a waiver of any right of the Debtors, Post-Effective Date Debtors, and/or the Plan Administrator, as applicable, to dispute the validity, nature, amount, extent, or priority of, or otherwise object to, either in the same or subsequent objections, on any grounds to any such Claims.

8. The Plan Administrator is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

9. The terms, conditions, and provisions of this Order shall be immediately effective and enforceable upon entry hereof.

10. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

New York, New York  
Dated: \_\_\_\_\_, 2017

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THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

**Exhibit A**  
(Objection Procedures)

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

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	:
<b>In re</b>	:
	:
<b>BCBG MAX AZRIA GLOBAL HOLDINGS, LLC, et al.,<sup>1</sup></b>	:
	:
<b>Debtors.</b>	:
-----X	

**Chapter 11**  
**Case No. 17-10466 (SCC)**  
**Jointly Administered**

**PROCEDURES FOR FILING OMNIBUS CLAIMS OBJECTIONS**

On September 8, 2017, David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of BCBG Max Azria Global Holdings, LLC and its affiliated post-effective date debtors (collectively, the “Post-Effective Date Debtors”) and before the Effective Date of the Plan, the “Debtors”),<sup>2</sup> filed the *Plan Administrator’s Motion for Entry of an Order (I) Approving (A) Omnibus Claims Objection Procedures and (B) Omnibus Claims Satisfaction Procedures and (II) Authorizing the Plan Administrator to File Substantive Omnibus Objections to Claims Pursuant to Bankruptcy Rule 3007(c) and (d)* [Docket No. \_\_\_] (the “Motion”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”). On [ \_\_\_\_ ], 2017, the Court entered an order [Docket No. \_\_\_] (the “Order”) approving the Motion, including these omnibus objection procedures.

**Omnibus Objections**

1. **Grounds for Omnibus Objections.** In addition to those grounds expressly set forth in Bankruptcy Rule 3007(d), the Plan Administrator may file omnibus objections (each, an “Omnibus Objection”) to Claims on the grounds that such Claims, in part or in whole:
  - a. are inconsistent with the Debtors’ books and records;
  - b. fail to specify the asserted Claim amount (or only list the Claim amount as “unliquidated”);
  - c. fail to sufficiently specify the basis for the Claim or provide sufficient supporting documentation in support of such Claim;

<sup>1</sup> A list of the Post-Effective Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date 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).

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in 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* [Docket No. 591, Exhibit 1] (the “Plan”).

- d. seek recovery of amounts for which the Debtors are not liable;
- e. are satisfied by payment in full on account of such Claim from a party that is not a Debtor or Post-Effective Date Debtor;
- f. are to be satisfied by one or more of the Debtors' insurers;
- g. are incorrectly or improperly classified;
- h. have been formally withdrawn by the claimant through the filing of a pleading or through the entry of a Court order indicating withdrawal of the Claim;
- i. are filed against non-Debtors or are filed against multiple Debtors; or
- j. are disallowed pursuant to section 502 of the Bankruptcy Code.

2. Form of Omnibus Objections. Each Omnibus Objection will be numbered consecutively, regardless of basis.

3. Supporting Documentation. To the extent appropriate, Omnibus Objections may be accompanied by an affidavit or declaration from someone with personal knowledge of the Post-Effective Date Debtors' books and records and the manner in which they are maintained that states that the affiant or the declarant has reviewed the Claims included therein and applicable supporting information and documentation provided therewith, made reasonable efforts to research the Claim on the Debtors' books and records, and determined that the books and records do not reflect the debt or the amount of debt that is alleged in the Claim.

4. Claims Exhibits. An exhibit listing the Claims that are subject to the particular Omnibus Objection will be attached thereto. Each exhibit will include only the Claims to which there is a common basis for the Omnibus Objection. Claims for which there is more than one basis for an Omnibus Objection will be referenced on each exhibit applicable thereto. The exhibits will include, without limitation, the following information, alphabetized by claimant:

- a. the Claims that are the subject of the Omnibus Objection and, if applicable, the Proof of Claim number(s) related thereto from the Claims Register;
- b. the asserted amount of the Claim;
- c. the grounds for the Omnibus Objection;
- d. a cross-reference to the section of the Omnibus Objection discussing such Claim; and
- e. other information, as applicable, including: (i) the proposed classification of Claims the Plan Administrator seeks to reclassify; (ii) the reduced Claim amounts of Claims the Plan Administrator seeks to reduce; or (iii) the surviving Claims, if any, of groups of Claims the Plan Administrator seeks to expunge.

5. Objection Notice. Each Omnibus Objection will be accompanied by a customized objection notice, substantially in the form annexed to the Order as **Exhibit B**, (the “Objection Notice”), tailored, as appropriate, to address a particular creditor, Claim, or objection, which will:

- a. describe the basic nature of the Omnibus Objection;
- b. inform creditors that their rights may be affected by the Omnibus Objection;
- c. describe the procedures for filing a written response (each, a “Response”) to the objection, including all relevant dates and deadlines related thereto;
- d. identify the hearing date, if applicable, and related information; and
- e. describe how copies of Proofs of Claim, the Omnibus Objection, and other pleadings filed in the chapter 11 cases may be obtained.

6. Notice and Service. Each Omnibus Objection will be filed with the Court and served upon (a) the affected claimant party set forth on the Proof of Claim or their respective attorney of record, (b) the U.S. Trustee; and (c) parties that have filed a request for service of papers under Bankruptcy Rule 2002.

7. Omnibus Hearings. Each Omnibus Objection shall be set for hearing no less than 30 days after service of the Omnibus Objection (the “Hearing”). In the Plan Administrator’s sole discretion, and after notice to the affected claimant, the Plan Administrator may adjourn the Hearing on the Omnibus Objection to a subsequent hearing date. For Claims subject to an Omnibus Objection and with respect to which either (a) no Response is filed in accordance with the proposed response procedures or (b) a Response is filed in accordance with the proposed response procedures but such Response is resolved prior to the Hearing, the Plan Administrator may request at the Hearing that the Court enter an order granting the Omnibus Objection with respect to such Claim. If such Claims cannot be resolved and a hearing is determined to be necessary, the Plan Administrator shall file with the Court and serve on the affected claimants a notice of the hearing, to the extent the Plan Administrator did not file a notice of hearing previously.

8. Claims Paid or Payable by Third Parties. The Plan Administrator shall provide twenty-one (21) days’ notice to the affected claimant party set forth on the Proof of Claim or their respective attorney of record prior to any disallowance of such Claim on the grounds that such Claims either (a) received payment in full on account of such Claim from a party that is not the Debtors or the Post-Effective Date Debtors or (b) are to be satisfied, in part or in whole, by one or more of the Debtors’ insurers. During this period, the affected claimant may object to such disallowance, and if the parties cannot reach an agreed resolution, the matter shall be decided by the Court.

9. Contested Matter. Each Claim subject to an Omnibus Objection, along with any Responses thereto, shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014, and any order entered by the Court will be deemed a separate order with respect to such Claim. The Plan Administrator may, in his discretion and in accordance with other orders

of the Court, the Plan, or the provisions of the Bankruptcy Code and the Bankruptcy Rules, settle the priority, amount, extent, and validity of such contested Claims without any further notice to or action, order, or approval of the Court.

### **Responses to Omnibus Objections**

10. **Parties Required to File a Response.** Any party who disagrees with an Omnibus Objection is required to file a Response in accordance with the procedures set forth herein. If a claimant whose Claim is subject to an Omnibus Objection does not file and serve a Response in compliance with the procedures below, the Court may grant the Omnibus Objection with respect to such Claim without further notice to the claimants.

11. **Response Contents.** Each Response must contain the following (at a minimum):

- a. a caption stating the name of the Court, the name of the Debtors, the case number, the title of the Omnibus Objection to which the Response is directed, and, if applicable, the Proof of Claim number(s) related thereto from the Claims Register;
- b. a concise statement setting forth the reasons why the Court should not grant the Omnibus Objection with respect to such Claim, including the factual and legal bases upon which the claimant will rely in opposing the Omnibus Objection;
- c. a copy of any other documentation or other evidence of the Claim, to the extent not already included with the Claim, upon which the claimant will rely in opposing the Omnibus Objection; *provided, however*, that the claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; *provided further, however*, that the claimant shall disclose to the Plan Administrator all information and provide copies of all documents that the claimant believes to be confidential, proprietary, or otherwise protected and upon which the claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints; and
- d. the following contact information for the responding party:
  - i. the name, address, telephone number, and email address of the responding claimant or the name, address, telephone number, and email address of the claimant's attorney or designated representative to whom the attorneys for the Plan Administrator should serve a reply to the Response, if any; or
  - ii. the name, address, telephone number, and email address of the party with authority to reconcile, settle, or otherwise resolve the Omnibus Objection on the claimant's behalf.

12. **Filing and Service of the Response.** A Response will be deemed timely only if it is filed with the Court and *actually received* by 4:00 p.m. (prevailing Eastern Time) on the day that is twenty (20) calendar days from the date the Omnibus Objection is served (the "**Response Date**") by the following parties:

Plan Administrator	Counsel to the Plan Administrator	United States Trustee
David MacGreevey c/o Zolfo Cooper 1114 Avenue of the Americas, 41st Floor New York, NY 10036	Pachulski Stang Ziehl & Jones, LLP 780 Third Avenue, 34 <sup>th</sup> Floor New York, NY 10017 Attn: Robert J. Feinstein  -and-  Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Blvd., 13 <sup>th</sup> Floor Los Angeles, CA 90067 Attn: Jason S. Pomerantz	Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, NY 10014 Attn: Brian Masumoto

13. Discovery. If the Plan Administrator determines that discovery is necessary in advance of a hearing on an Omnibus Objection, the Plan Administrator will serve notice on the affected claimant and its counsel of record that the scheduled hearing will be treated as a status conference during which the parties will request that the Court issue a scheduling order to facilitate dismissal or resolution of the litigation. Such notice may be incorporated into the initial agenda letter for the hearing, or may be provided by separate notice. In accordance with Local Bankruptcy Rule 9014-2, the first hearing on any Omnibus Objection contested with respect to a particular Claim will not be an evidentiary hearing and there is no need for any witnesses to appear at such a hearing unless otherwise ordered by the Court in accordance with Local Bankruptcy Rule 9014-2.

14. Failure to Respond. A Response that is not filed and served by the Response Deadline in accordance with the procedures set forth herein may not be considered by the Court at the Hearing. **Absent reaching an agreement with the Plan Administrator resolving the Omnibus Objection to a Claim (as described in the Objection Notice), failure to timely file and serve a Response as set forth herein may result in the Court granting the Omnibus Objection without further notice or hearing.** Upon entry of an order sustaining an Omnibus Objection, affected creditors will be served with such order.

15. Reply to a Response. The Plan Administrator shall be permitted to file a reply to any Response no later than two (2) business days before the hearing with respect to the relevant Omnibus Objection.

#### Miscellaneous

16. Additional Information. Copies of these procedures, the Motion, or Order or any other pleadings (the “Pleadings”) filed in the chapter 11 cases are available for free online at the website of Donlin Recano & Company, Inc. at <http://www.donlinrecano.com/bcbg>. You may also obtain copies of any of the Pleadings filed in the chapter 11 cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

17. Reservation of Rights. NOTHING IN ANY OMNIBUS OBJECTION OR OBJECTION NOTICE IS OR SHALL BE DEEMED TO CONSTITUTE A WAIVER OF ANY RIGHTS OF THE DEBTORS, POST-EFFECTIVE DATE DEBTORS, OR PLAN ADMINISTRATOR, AS APPLICABLE, TO DISPUTE ANY CLAIMS, ASSERT COUNTERCLAIMS, RIGHTS OF OFFSET OR RECOUPMENT, DEFENSES, OBJECT TO CLAIMS (OR OTHER CLAIMS OR CAUSES OF ACTION OF A CLAIMANT) ON ANY GROUNDS NOT PREVIOUSLY RAISED IN AN OBJECTION, UNLESS THE COURT HAS ALLOWED A CLAIM OR ORDERED OTHERWISE, OR SEEK TO ESTIMATE ANY CLAIM AT A LATER DATE. AFFECTED PARTIES WILL BE PROVIDED APPROPRIATE NOTICE THEREOF AT SUCH TIME.



**Exhibit B**  
(Objection Notice)

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

-----X  
: **Chapter 11**  
: **Case No. 17-10466 (SCC)**  
: **Jointly Administered**  
: **Debtors.**  
: **Debtors.**  
-----X

**NOTICE OF OBJECTION TO FILED PROOFS OF CLAIM AND DEADLINE  
BY WHICH A RESPONSE MUST BE FILED WITH THE BANKRUPTCY COURT**

**PLEASE TAKE NOTICE THAT** David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of BCBG Max Azria Global Holdings, LLC and its affiliated post-effective date debtors (collectively, the “Post-Effective Date Debtors” and before the Effective Date of the Plan, the “Debtors”),<sup>2</sup> is objecting to your Claim(s) by the attached objection (the “Objection”).

**YOU SHOULD LOCATE YOUR NAME AND YOUR CLAIM(S) ON THE SCHEDULES ATTACHED HERETO. PLEASE TAKE NOTICE THAT, AS A RESULT OF THE OBJECTION, YOUR CLAIM(S) MAY BE DISALLOWER, EXPUNGED, RECLASSIFIED, REDUCED, OR OTHERWISE AFFECTED. THEREFORE, PLEASE READ THIS NOTICE AND THE ACCOMANYING OBJECTION VERY CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.**

**Important Information Regarding the Objection**

Grounds for the Objection. By the Objection, the Plan Administrator is seeking to [disallow/expunge/reclassify/reduce] your Claim(s) listed in the table below on the grounds that your Claim(s) [is/are] [ \_\_\_\_ ]. The Claim(s) subject to the Objection may also be found on the schedules attached to the Objection, a copy of which has been provided with this notice.

<sup>1</sup> A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date 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).

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Objection.

Claimant Name	Claim No.	Debtor	Asserted Claim Amount	Basis For Objection	Proposed Treatment	Surviving Claim No.

Objection Procedures. On [ \_\_\_ ], 2017, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order [Docket No. \_\_\_] approving procedures for filing and resolving objection to Claims asserted against the Debtors in the chapter 11 cases (the “Objection Procedures”). *Please review the Objection Procedures to ensure your response to the Objection, if any, is timely and correctly filed and served.*

### Resolving the Objection

Resolving the Objections. To facilitate the consensual resolution of the Objection, certain of the Plan Administrator’s personnel and advisors will be available to discuss and potentially resolve the Objection to disputed Claims without the need for filing a formal response or attending a hearing. To facilitate such a discussion, please contact Jason S. Pomerantz of Pachulski Stang Ziehl & Jones LLP, counsel to the Plan Administrator, by (i) emailing jspomerantz@pszjlaw.com or (ii) calling (310) 277-6910 within twenty (20) calendar days after the date of this notice. Please have your Proof(s) of Claim and any related material available for such discussions.

Parties Required to File a Response. If you are not able to consensually resolve the Objection filed with respect to your Claim as set forth above, you must file a response (each, a “Response”) with the Court in accordance with the procedures described below.

Response Contents. Each Response must contain the following (at a minimum):

- a. a caption stating the name of the Court, the name of the Debtors, the case number, the title of the Omnibus Objection to which the Response is directed, and, if applicable, the Proof of Claim number(s) related thereto from the Claims Register;
- b. a concise statement setting forth the reasons why the Court should not grant the Omnibus Objection with respect to such Claim, including the factual and legal bases upon which the claimant will rely in opposing the Omnibus Objection;
- c. a copy of any other documentation or other evidence of the Claim, to the extent not already included with the Claim, upon which the claimant will rely in opposing the Omnibus Objection; *provided, however*, that the claimant need not disclose confidential, proprietary, or otherwise protected information in the Response; *provided further, however*, that the claimant shall disclose to the Plan Administrator all information and provide copies of all documents that the claimant believes to be confidential, proprietary, or otherwise protected and upon which the claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints; and

- d. the following contact information for the responding party:
- i. the name, address, telephone number, and email address of the responding claimant or the name, address, telephone number, and email address of the claimant’s attorney or designated represented to whom the attorneys for the Plan Administrator should serve a reply to the Response, if any; or
  - ii. the name, address, telephone number, and email address of the party with authority to reconcile, settle, or otherwise resolve the Omnibus Objection on the claimant’s behalf.

**Notice and Service.** Your Response must be filed with the Court and served so as to be *actually received by 4:00 p.m. (prevailing Eastern Time) on [ \_\_ ] , 2017* (the “Response Deadline”) by the following parties (the “Notice Parties”):

Plan Administrator	Counsel to the Plan Administrator	United States Trustee
David MacGreevey c/o Zolfo Cooper 1114 Avenue of the Americas, 41st Floor New York, NY 10036	Pachulski Stang Ziehl & Jones, LLP 780 Third Avenue, 34 <sup>th</sup> Floor New York, NY 10017 Attn: Robert J. Feinstein  -and-  Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Blvd., 13 <sup>th</sup> Floor Los Angeles, CA 90067 Attn: Jason S. Pomerantz	Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, NY 10014 Attn: Brian Masumoto

**Failure to Respond.** A Response that is not filed a served by the Response Deadline in accordance with the procedures set forth herein may not be considered by the Court at the Hearing. **Absent reaching an agreement with the Plan Administrator resolving the Objection to a Claim, failure to timely file and serve a Response as set forth herein may result in the Court granting the Objection without further notice or hearing.** Upon entry of an order, affected creditors will be served with a notice of entry, and a copy, of the order.

**Hearing on the Objection**

**Date, Time, and Location.** A hearing (the “Hearing”) on the Objection will be held on [ \_\_ ] , 2017 at [ \_\_ ] prevailing Eastern Time, before the Honorable Shelley C. Chapman, United States Bankruptcy Judge for the Southern District of New York, in Courtroom 623 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10014. The hearing may be adjourned to a subsequent date in these cases in the Court’s or Plan Administrator’s discretion. **You must attend the Hearing if you disagree with the**

**Objection and have filed a Response.** If such Claims cannot be resolved and a hearing is determined to be necessary, the Plan Administrator shall file with the Court and serve on the affected claimants a notice of the hearing, to the extent the Plan Administrator did not file a notice of hearing previously.

Discovery. If the Plan Administrator determines that discovery is necessary in advance of a hearing on an Omnibus Objection, the Plan Administrator will serve notice on the affected claimant and its counsel of record that the scheduled hearing will be treated as a status conference during which the parties will request that the Court issue a scheduling order to facilitate dismissal or resolution of the litigation. Such notice may be incorporated into the initial agenda letter for the hearing, or may be provided by separate notice. In accordance with Local Bankruptcy Rule 9014-2, the first hearing on any Omnibus Objection contested with respect to a particular Claim will not be an evidentiary hearing and there is no need for any witnesses to appear at such a hearing unless otherwise ordered by the Court in accordance with Local Bankruptcy Rule 9014-2.

#### **Additional Information**

Additional Information. Copies of these procedures, the Motion, or Order or any other pleadings (the “Pleadings”) filed in the chapter 11 cases are available for free online at the website of Donlin Recano & Company, Inc. at <http://www.donlinrecano.com/bcbg>. You may also obtain copies of any of the Pleadings filed in the chapter 11 cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

#### **Reservation of Rights**

**NOTHING IN ANY OMNIBUS OBJECTION OR OBJECTION NOTICE IS OR SHALL BE DEEMED TO CONSTITUTE A WAIVER OF ANY RIGHTS OF THE DEBTORS, POST-EFFECTIVE DATE DEBTORS, OR PLAN ADMINISTRATOR, AS APPLICABLE, TO DISPUTE ANY CLAIMS, ASSERT COUNTERCLAIMS, RIGHTS OF OFFSET OR RECOUPMENT, DEFENSES, OBJECT TO CLAIMS (OR OTHER CLAIMS OR CAUSES OF ACTION OF A CLAIMANT) ON ANY GROUNDS NOT PREVIOUSLY RAISED IN AN OBJECTION, UNLESS THE COURT HAS ALLOWED A CLAIM OR ORDERED OTHERWISE, OR SEEK TO ESTIMATE ANY CLAIM AT A LATER DATE. AFFECTED PARTIES WILL BE PROVIDED APPROPRIATE NOTICE THEREOF AT SUCH TIME.**

Dated:

PACHULSKI STANG ZIEHL & JONES LLP

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Robert J. Feinstein, Esq.  
Bradford J. Sandler, Esq.  
780 Third Avenue, 34<sup>th</sup> Floor  
New York, NY 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777

*Counsel to the Plan Administrator*

**EXHIBIT C**

(Satisfaction Procedures)

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

-----X	
	:
<b>In re</b>	:
	:
<b>BCBG MAX AZRIA GLOBAL HOLDINGS, LLC, et al.,<sup>1</sup></b>	:
	:
<b>Debtors.</b>	:
-----X	

**Chapter 11**  
**Case No. 17-10466 (SCC)**  
**Jointly Administered**

**PROCEDURES FOR SERVING NOTICES OF SATISFACTION**

On September 8, 2017, David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of BCBG Max Azria Global Holdings, LLC and its affiliated post-effective date debtors (collectively, the “Post-Effective Date Debtors” and before the Effective Date of the Plan, the “Debtors”),<sup>2</sup> filed the *Plan Administrator’s Motion for Entry of an Order (I) Approving (A) Omnibus Claims Objection Procedures and (B) Omnibus Claims Satisfaction Procedures and (II) Authorizing the Plan Administrator to File Substantive Omnibus Objections to Claims Pursuant to Bankruptcy Rule 3007(c) and (d)* [Docket No. \_\_\_] (the “Motion”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”). On [ \_\_\_\_ ], 2017, the Court entered an order [Docket No. \_\_\_] (the “Order”) approving the Motion, including these procedures for serving notices of satisfaction (the “Satisfaction Procedures”).

**Satisfaction Procedures**

1. **Grounds for Satisfaction Procedures.** The Plan Administrator may serve omnibus notices of satisfaction (each, a “Notice of Satisfaction”) with respect to Claims (including administrative expense requests) on the grounds that such Claims, according to the Post-Effective Date Debtors’ books and records, have been satisfied in full pursuant to the Plan or an order of the Court.

**Responses to Notices of Satisfaction**

2. **Parties Required to File a Response.** Any party who disagrees with a Notice of Satisfaction is required to file a response (each, a “Response”) in accordance with the procedures set forth herein, provided, however, that such party may not object to the Cure Amount or any

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<sup>1</sup> A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date 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).  
<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in 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* [Docket No. 591, Exhibit 1] (the “Plan”).



other amount previously approved by an order of the Court. If a claimant whose Claim is subject to a Notice of Satisfaction does not file and serve a Response in compliance with the procedures below, the Plan Administrator is authorized to instruct the Notice and Claims Agent to expunge such Claim from the Claims Register without further notice to the claimant.

3. Response Contents. Each Response to a Notice of Satisfaction must contain the following (at a minimum):

- a. a caption stating the name of the Court, the name of the Debtors, the case number, the Notice of Satisfaction to which the Response is directed, and, if applicable, the Proof of Claim number(s) related thereto from the Claims Register;
- b. a concise statement setting forth the reasons why the Court should not grant the Notice of Satisfaction with respect to such Claim, including the factual and legal bases upon which the claimant will rely in opposing the Notice of Satisfaction;
- c. a copy of any other documentation or other evidence of the Claim, to the extent not already included with the Claim, upon which the claimant will rely in opposing the Notice of Satisfaction; provided, however, that the claimant need not disclose confidential, proprietary, or otherwise protected information in the Omnibus Objection; provided, further, however, that the claimant shall disclose to the Plan Administrator all information and provide copies of all documents that the claimant believes to be confidential, proprietary, or otherwise protected and upon which the claimant intends to rely in support of its Claim, subject to appropriate confidentiality constraints; and
- d. the following contact information for the responding party:
  - i. the name, address, telephone number, and email address of the responding claimant or the name, address, telephone number, and email address of the claimant's attorney or designated representative to whom the attorneys for the Plan Administrator should serve a reply to the Response, if any; or
  - ii. the name, address, telephone number, and email address of the party with authority to reconcile, settle, or otherwise resolve the Notice of Satisfaction on the claimant's behalf.

4. Filing and Service of the Response. A Response will be deemed timely only if it is filed with the Court and actually received on or before the Response Deadline (as defined in the Notice of Satisfaction) by the following parties (the “Notice Parties”):

<b>Plan Administrator</b>	<b>Counsel to the Plan Administrator</b>	<b>United States Trustee</b>
David MacGreevey c/o Zolfo Cooper 1114 Avenue of the Americas, 41st Floor New York, NY 10036	Pachulski Stang Ziehl & Jones, LLP 780 Third Avenue, 34 <sup>th</sup> Floor New York, NY 10017 Attn: Robert J. Feinstein  -and-  Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Blvd., 13 <sup>th</sup> Floor Los Angeles, CA 90067 Attn: Jason S. Pomerantz	Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, NY 10014 Attn: Brian Masumoto

5. Failure to Respond. A Response that is not filed and served by the Response Deadline in accordance with the procedures set forth herein may not be considered by the Court at the Hearing. Absent reaching an agreement with the Plan Administrator resolving the Response to the Notice of Satisfaction, failure to timely file and serve a Response as set forth herein may result in the Plan Administrator causing its Notice and Claims Agent to expunge such Claims from the Claims Register and such claimant shall not be treated as a creditor with respect to the Claim for purposes of distribution. Upon entry of an order sustaining a Notice of Satisfaction, affected creditors will be served with such order.

**Miscellaneous**

6. Additional Information. Copies of these procedures, the Motion, or Order or any other pleadings (the “Pleadings”) filed in the chapter 11 cases are available for free online at the website of Donlin Recano & Company, Inc. at <http://www.donlinrecano.com/bcbg>. You may also obtain copies of any of the Pleadings filed in the chapter 11 cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

7. Reservation of Rights. NOTHING IN ANY NOTICE OF SATISFACTION IS OR SHALL BE DEEMED TO CONSTITUTE A WAIVER OF ANY RIGHTS OF THE DEBTORS, POST-EFFECTIVE DATE DEBTORS, OR PLAN ADMINISTRATOR, AS APPLICABLE, TO DISPUTE ANY CLAIMS, ASSERT COUNTERCLAIMS, RIGHTS OF OFFSET OR RECOUPMENT, DEFENSES, OBJECT TO CLAIMS (OR OTHER CLAIMS OR CAUSES OF ACTION OF A CLAIMANT) ON ANY GROUNDS NOT PREVIOUSLY RAISED IN AN OBJECTION, UNLESS THE COURT HAS ALLOWED A CLAIM OR ORDERED OTHERWISE, OR SEEK TO ESTIMATE ANY CLAIM AT A LATER DATE.

AFFECTED PARTIES WILL BE PROVIDED APPROPRIATE NOTICE THEREOF AT  
SUCH TIME.

**EXHIBIT D**

(Notice of Satisfaction)

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

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

**NOTICE OF SATISFACTION**

**PLEASE TAKE NOTICE THAT** David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of BCBG Max Azria Global Holdings, LLC and its affiliated post-effective date debtors (collectively, the “Post-Effective Date Debtors” and before the Effective Date of the Plan, the “Debtors”),<sup>2</sup> has identified you as holding the below Claim(s) against the Debtors, which according to the Debtors’ books and records, have been satisfied in full as follows:

<b>Claimant Name</b>	<b>Claim/Schedule No.</b>	<b>Total Claim Value</b>

**PLEASE TAKE FURTHER NOTICE THAT** pursuant to the payments under the Plan and during the Debtors’ chapter 11 cases, the Plan Administrator believes you are not owed any amounts that relate to periods before February 28, 2017.

**PLEASE TAKE FURTHER NOTICE THAT** if you wish to contest the Plan Administrator’s position that your Claim(s) has/have been fully satisfied pursuant to the Plan or an order of the Court you must file a response in writing (each, a “Response”) and file it with the Clerk of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, 10022-1408, Attn: Vito Genna, and served upon the undersigned and the Notice Parties:

<sup>1</sup> A list of the Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each Post-Effective Date 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).

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Objection.

Plan Administrator	Counsel to the Plan Administrator	United States Trustee
David MacGreevey c/o Zolfo Cooper 1114 Avenue of the Americas, 41st Floor New York, NY 10036	Pachulski Stang Ziehl & Jones, LLP 780 Third Avenue, 34 <sup>th</sup> Floor New York, NY 10017 Attn: Robert J. Feinstein  -and-  Pachulski Stang Ziehl & Jones LLP 10100 Santa Monica Blvd., 13 <sup>th</sup> Floor Los Angeles, CA 90067 Attn: Jason S. Pomerantz	Office of the United States Trustee for the Southern District of New York 201 Varick Street, Suite 1006 New York, NY 10014 Attn: Brian Masumoto

Responses, if any, must be served so as to be **actually received** on or before **4:00 p.m. prevailing Eastern Time on [ ]**, 2017, or such shorter time as the Court may hereafter order and of which you may receive subsequent notice (the “Response Deadline”). You may not object to the Cure Amount or any other amount previously approved by an order of the Court.

**PLEASE TAKE FURTHER NOTICE THAT** unless a Response is timely filed, served and received by the Response Deadline, the Plan Administrator will cause its Notice and Claims Agent to expunge such Claim from the Claims Register and such claimant shall not be treated as a creditor with respect to the Claim for purposes of distribution.

**PLEASE TAKE FURTHER NOTICE THAT** copies of these procedures, the Motion, or Order or any other pleadings (the “Pleadings”) filed in the chapter 11 cases are available for free online at the website of Donlin Recano & Company, Inc. at <http://www.donlinrecano.com/bcbg>. You may also obtain copies of any of the Pleadings filed in the chapter 11 cases for a fee via PACER at <http://www.nysb.uscourts.gov>. **Please do not contact the Court to discuss the merits of any Claim or any Objection filed with respect thereto.**

Dated:

PACHULSKI STANG ZIEHL & JONES LLP

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Robert J. Feinstein, Esq.  
Bradford J. Sandler, Esq.  
780 Third Avenue, 34<sup>th</sup> Floor  
New York, NY 10017  
Telephone: (212) 561-7700  
Facsimile: (212) 561-7777

*Counsel to the Plan Administrator*