

Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq.
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 34th Floor
New York, NY 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

Counsel to the Plan Administrator

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

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

**NOTICE OF PRESENTMENT OF
PLAN ADMINISTRATOR’S MOTION FOR ENTRY OF AN ORDER
AUTHORIZING CHANGE OF CORPORATE NAMES AND FOR RELATED RELIEF**

PLEASE TAKE NOTICE that upon 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”), dated August 25, 2017, the Plan Administrator will present the *Order Authorizing Change of Corporate Names and for Related Relief*, substantially in the form attached to the Motion as **Exhibit 1** (the “Proposed Order”), for signature to the Honorable Shelley C. Chapman of the United States Bankruptcy Court for the

¹ 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).

Southern District of New York (the “Court”), in Room 623, One Bowling Green, New York, New York 10004-1408 on **September 22, 2017 at 12:00 p.m. (prevailing Eastern Time)**.

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 22, 2017 at 11:00 a.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 Court may enter the Proposed Order with no further notice or opportunity to be heard.

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

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

Counsel to the Plan Administrator

Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq.
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 34th Floor
New York, NY 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

Counsel to the Plan Administrator

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

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

**PLAN ADMINISTRATOR’S MOTION FOR ENTRY OF AN ORDER
AUTHORIZING CHANGE OF CORPORATE NAMES AND FOR RELATED RELIEF**

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”), hereby submits this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit 1**, authorizing the Plan Administrator to change the Post-Effective Date Debtors’ corporate names and for related relief. In further support of the Motion, the Plan Administrator respectfully represents:

¹ 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).

RELIEF REQUESTED

1. Consistent with the Plan and the IPCo Asset Purchase Agreement (as such terms are defined herein), the Plan Administrator seeks an order authorizing and directing the Post-Effective Date Debtors to change their respective corporate names as follows:

| <u>Current Name</u> | <u>New Name</u> | <u>Case No.</u> |
|---|---|-----------------|
| BCBG Max Azria Global Holdings, LLC | Runway Liquidation Holdings, LLC | 17-104669 (SCC) |
| BCBG Max Azria Group, LLC | Runway Liquidation, LLC | 17-10465 (SCC) |
| BCBG Max Azria Intermediate Holdings, LLC | Runway Liquidation Intermediate Holdings, LLC | 17-10467 (SCC) |
| Max Rave, LLC | MR Liquidation, LLC | 17-10469 (SCC) |
| MLA Multibrand Holdings, LLC | MMH Liquidation, LLC | 17-10468 (SCC) |

2. In addition, the Plan Administrator requests that (i) the caption for each Post-Effective Date Debtor’s chapter 11 case be changed to reflect the foregoing name changes and (ii) the Post-Effective Date Debtors’ jointly-administered case caption be changed as follows:

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

-----X
In re : **Chapter 11**
: **Case No. 17-10466 (SCC)**
RUNWAY LIQUIDATION :
HOLDINGS, LLC, et al.,¹ : **Jointly Administered**
: **Debtors.** :
-----X

3. Further, the Plan Administrator requests that the Court authorize the Clerk of the United States Bankruptcy Court for the Southern District of New York and other relevant parties to take whatever actions necessary to update the ECF filing system and their respective records

¹ 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: Runway Liquidation Holdings, LLC (6857); Runway Liquidation, LLC (5942); Runway Liquidation Intermediate Holdings, LLC (3673); MR Liquidation, LLC (9200); and MMH Liquidation, LLC (3854).

to reflect the above name changes, including the insertion of a docket entry in each Post-Effective Date Debtors' chapter 11 case as follows (with the relevant corporate names inserted for each affected Debtor):

“An order has been entered in this case directing that the caption of this case be changed in accordance with the corporate name change of [] to [].”

JURISDICTION AND VENUE

4. 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 Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), 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.

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

BACKGROUND

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 chapter 11 plan annexed thereto (the “Plan”).

7. On July 31, 2017, the Effective Date (as such term is defined in the Plan) occurred [Docket No. 601]. 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.

8. Pursuant to the Plan, the Debtors sold their trade names and intellectual property rights to Marquee Brands, LLC (the “IPCo Buyer”) pursuant to the *Asset Purchase Agreement by and between BCBG Max Azria Global Holdings, LLC and Marquee Brands, LLC* attached as Exhibit A to the Plan (the “IPCo Purchase Agreement”). The IPCo Purchase Agreement requires the Post-Effective Date Debtors to change their corporate names within thirty (30) days after closing. *See* IPCo Purchase Agreement, at § 4.8.

ARGUMENT

9. Section 105(a) of the Bankruptcy Code provides a bankruptcy court with broad powers in the administration of a case under title 11. Section 105(a) of the Bankruptcy Code provides that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title” and further that “no provision of this title shall be construed to preclude the court from . . . taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules.” 11 U.S.C. § 105(a). *See, e.g., Law v. Siegel*, 134 S. Ct. 1188 (2014); *Adelphia Bus. Solutions, Inc. v. Abnos*, 482 F.3d 602, 609 (2d Cir. 2007) (recognizing a bankruptcy court’s broad discretion pursuant to section 105(a) to do what is necessary to meet the circumstances of a case).

10. Further, Bankruptcy Rule 1005 and Rule 9004-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) set forth the information required to be contained in the caption of all bankruptcy court filings, which information includes the names of the debtor(s). Therefore, consistent with the Plan, the IPCo Purchase Agreement, the Bankruptcy Rules and the Local Rules, the Plan Administrator respectfully requests that the

Court approve the changes of the Post-Effective Date Debtors' names and case captions as set forth herein pursuant to section 105(a) of the Bankruptcy Code.

11. Courts in this and other districts have entered similar orders regarding the change of corporate names and case captions in connection with a sale of a debtor's assets. *See, e.g., In re Aéropostale, Inc.*, No. 16-11275 (Bankr. S.D.N.Y. June 29, 2017) [Dkt. No. 1322]; *In re Hostess Brands, Inc.*, No. 12-22052 (Bankr. S.D.N.Y. Apr. 17, 2013) [Dkt. No. 2524]; *In re Neff Corp.*, No. 10-12610 (Bankr. S.D.N.Y. Oct. 14, 2010) [Dkt. No. 474]; *In re Steve & Barry's Manhattan LLC*, No. 08-12579 (Bankr. S.D.N.Y. Sept. 15, 2008) [Dkt. No. 714].

NOTICE

12. The Plan Administrator has provided notice of this Motion to parties on the Master Service List (as such term is defined in the *Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures and (II) Granting Related Relief* [Docket No. 90]). 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

13. No prior request for the relief sought herein has been made to this or any other court.

CONCLUSION

WHEREFORE the Plan Administrator respectfully requests that the Court enter the Proposed Order annexed hereto as **Exhibit 1** and grant the Plan Administrator such other and further relief as is just.

Dated: September 8, 2017

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Robert J. Feinstein

Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq.
780 Third Avenue, 34th 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**

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

**ORDER AUTHORIZING CHANGE
OF CORPORATE NAMES AND FOR RELATED RELIEF**

Upon the motion (the “Motion”)² of the Plan Administrator, on behalf of the Post-Effective Date Debtors, for entry of an order (this “Order”), pursuant to section 105(a) of title 11 of the United States Code, Rule 1005 of the Federal Rules of Bankruptcy Procedure, and Rule 9004-2 of the Local Bankruptcy Rules, to change the Post-Effective Date Debtors’ corporate names and related case captions and for related relief, all as more fully set forth 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 under the circumstances and no other notice need be provided; and this Court having reviewed the; and this Court having determined that the

¹ 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).

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

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. The Plan Administrator is authorized and directed to change the corporate names of each of the Post-Effective Date Debtors as set forth in the chart below, consistent with applicable law:

| <u>Current Name</u> | <u>New Name</u> | <u>Case No.</u> |
|---|---|-----------------|
| BCBG Max Azria Global Holdings, LLC | Runway Liquidation Holdings, LLC | 17-104669 (SCC) |
| BCBG Max Azria Group, LLC | Runway Liquidation, LLC | 17-10465 (SCC) |
| BCBG Max Azria Intermediate Holdings, LLC | Runway Liquidation Intermediate Holdings, LLC | 17-10467 (SCC) |
| Max Rave, LLC | MR Liquidation, LLC | 17-10469 (SCC) |
| MLA Multibrand Holdings, LLC | MMH Liquidation, LLC | 17-10468 (SCC) |

3. The caption for each of the Post-Effective Date Debtors' chapter 11 cases shall be changed to reflect the "New Name" listed in the chart above and the jointly administered case caption for these chapter 11 cases shall hereafter read as follows:

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

| | | |
|--|---|--------------------------------|
| -----X | : | |
| In re | : | Chapter 11 |
| | : | |
| RUNWAY LIQUIDATION HOLDINGS, LLC, et al.,¹ | : | Case No. 17-10466 (SCC) |
| | : | |
| Debtors. | : | Jointly Administered |
| -----X | : | |

4. The Clerk of the United States Bankruptcy Court for the Southern District of New York and other relevant parties are authorized to take whatever actions are necessary to update the ECF filing system and their respective records to reflect the above name changes, including the insertion of a docket entry in each chapter 11 case as follows (with the relevant corporate names inserted for each affected debtor):

“An order has been entered in this case directing that the caption of this case be changed in accordance with the corporate name change of [] to [].”

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

6. 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

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

¹ 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: Runway Liquidation Holdings, LLC (6857); Runway Liquidation, LLC (5942); Runway Liquidation Intermediate Holdings, LLC (3673); MR Liquidation, LLC (9200); and MMH Liquidation, LLC (3854).