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*Counsel to the Debtors and Debtors in Possession*

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

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

**NOTICE OF FILING OF PROPOSED ORDER  
GRANTING FINAL FEE APPLICATIONS OF PROFESSIONALS  
FOR ALLOWANCE OF FINAL COMPENSATION, FOR SERVICES  
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

**PLEASE TAKE NOTICE** that, in accordance with the *Notice of Hearing of Final Fee Applications of Professionals for Allowance and Payment of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses* [Docket No. 673], a hearing will be held before the Honorable Shelley C. Chapman, United States Bankruptcy Judge, in Room 623 of the United States Bankruptcy Court, One Bowling Green, New York, New York 10004 on **September 28, 2017, at 10:00 a.m.** (prevailing Eastern Time), to consider

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

the applications for final approval of the compensation and reimbursement of expenses of professionals retained in these chapter 11 cases (collectively, the “Fee Applications”).

**PLEASE TAKE FURTHER NOTICE** that Kirkland & Ellis LLP hereby files a proposed order (the “Proposed Order”) approving the compensation and reimbursement of expenses requested in the Fee Applications, attached hereto as **Exhibit A**.

**PLEASE TAKE FURTHER NOTICE** that the Proposed Order resolves in its entirety the *Response of the United States Trustee Regarding Fee Applications for Final Awards of Compensation and Reimbursement of Out-of-Pocket Expenses* [Docket No. 701].

**PLEASE TAKE FURTHER NOTICE** that copies of all documents filed in these chapter 11 cases may be obtained free of charge by visiting the website of Donlin, Recano & Company, Inc. at <https://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.

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Dated: September 27, 2017

*/s/ Joshua A. Sussberg, P.C.*

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**EXHIBIT A**

**Proposed Order**

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

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

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**ORDER GRANTING FIRST AND FINAL FEE APPLICATIONS OF PROFESSIONALS FOR  
ALLOWANCE AND PAYMENT OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

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Upon consideration of the final fee applications (the “Final Fee Applications”) seeking allowance of final compensation and reimbursement of expenses for professional services rendered and expenses incurred in the above-captioned chapter 11 cases during the period from February 28, 2017 through July 31, 2017; 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 venue of this proceeding and the Final Fee Applications in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; ; and this Court having found that the applicants provided adequate notice of the Final Fee Applications and the opportunity for a hearing under the circumstances and not other notice need be provided; and this Court having reviewed the Final Fee Applications; and this Court having reviewed the Final Fee Applications and having heard the statements in support of the relief requested there in at a hearing having been held before this Court

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

on September 28, 2017 (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Final Fee Applications and at the Hearing 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 relief requested in the Final Fee Applications is granted on a final basis to the extent set forth in **Schedule A** attached hereto.

**FIRST AND FINAL FEE APPLICATION FEE PERIOD  
FEBRUARY 28, 2017 THROUGH JULY 31, 2017  
(OR SUCH OTHER PERIOD AS SET FORTH IN THE APPLICABLE FINAL FEE APPLICATION)**

<b>Applicant</b>	<b>Date Filed/ Document No.</b>	<b>Total Fees Requested</b>	<b>Total Fees Allowed</b>	<b>Total Expenses Requested</b>	<b>Total Expenses Allowed</b>
Sheppard Mullin Richter & Hampton LLP	8/30/2017 Docket No. 652	\$272,250.00	\$272,250.00	\$37,696.00	\$34,035.57
Donlin, Recano & Company, Inc.	8/30/2017 Docket No. 658	\$14,000.50	\$14,000.50	\$0.00	\$0.00
Jefferies LLC	8/30/2017 Docket No. 659	\$3,504,919.96	\$3,504,919.96	\$73,513.30	\$64,246.61
AP Services, LLC	8/30/2017 Docket No. 660	\$909,000.00	\$909,000.00	\$0.00	\$0.00
Kirkland & Ellis LLP	8/30/2017 Docket No. 666	\$4,614,747.50	\$4,614,747.50	\$375,489.52	\$357,489.52
Zolfo Cooper, LLC	8/30/2017 Docket No. 662	\$726,710.00	\$726,710.00	\$2,938.01	\$2,767.13
Pachulski Stang Ziehl & Jones LLP	8/30/2017 Docket No. 670	\$502,568.50	\$502,568.50	\$7,498.14	\$7,285.72

DATE ON WHICH ORDER WAS SIGNED: \_\_\_\_\_

INITIALS: \_\_\_\_\_ USBJ