

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

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: **Chapter 11**  
In re :  
: **Case No. 17-10466 (SCC)**  
: **Jointly Administered**  
RUNWAY LIQUIDATION :  
HOLDINGS, LLC, et al.,<sup>1</sup> :  
: **Debtors.**  
: **Debtors.**  
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**POST-CONFIRMATION ORDER IN COMPLIANCE WITH LOCAL RULE 3021-1**

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This matter having come before this Court on presentment, and the Court having reviewed and considered this *Post-Confirmation Order in Compliance with Local Rule 3021-1* (this “Order”) pursuant to the provisions of 11 U.S.C. § 1106(a)(7), Fed. R. Bankr. P. 3021, and Local Rule 3021-1 of the *Local Bankruptcy Rules for the Southern District of New York*; and it appearing to the Court that proper and adequate notice of the Order has been given and that no further notice is necessary; and the Court having determined that the relief granted herein is appropriate; and good and sufficient cause having been shown; it is hereby DETERMINED, FOUND, ADJUDGED AND ORDERED that:

1. On July 26, 2017, the Court entered the *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”) approving the terms of the Chapter 11 plan annexed thereto (the “Plan”).<sup>2</sup>

2. In accordance with the terms of the Confirmation Order and as set forth in the *Notice of (I) Entry of Order Confirming the Amended Joint Plan of Reorganization of BCBG Max Azria Global*

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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).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

*Holdings, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code and (II)*

*Occurrence of Effective Date* [Docket No. 601]:

- a. the effective date of the Plan (the “Effective Date”) occurred on July 31, 2017;
  - b. the Administrative Claims Bar Date was August 30, 2017;
  - c. unless otherwise provided by an order of the Bankruptcy Court, any Proofs of Claim based upon the rejection of the Debtors’ Executory Contracts or Unexpired Leases pursuant to the Plan or otherwise, must be filed within thirty (30) days of the later of (i) the date of entry of the Confirmation Order, (ii) the effective date of such rejection or (iii) the Effective Date;
  - d. the Administrative Claim Objection Bar Date is the later of (i) September 29, 2017, and (ii) 60 days after the filing of the applicable request for payment of the Administrative Claims, provided that the Administrative Claim Objection Bar Date may be extended by the Bankruptcy Court after notice and a hearing; and
  - e. any objections to Claims must be filed on or before the later of (i) January 26, 2018 and (ii) such other period of limitation as may be specifically fixed by the Post-Effective Date Debtors or by a Final Order of the Bankruptcy Court for objecting to such claims.
3. David MacGreevey was appointed as the Plan Administrator on the Effective Date.

Pursuant to the Plan, from and after the Effective Date, the Plan Administrator shall be the sole representative of, and shall act for, the Post-Effective Date Debtors. The Unsecured Creditor Recovery Pool has been funded in the amount of \$900,000 that is being held in an account under the control of the Plan Administrator.

4. The Plan Administrator will make all distributions on account of Allowed Claims under the Plan in accordance with the terms of the Plan and Confirmation Order. The Plan Administrator will

file any objections to Claims on or before the later of (a) January 26, 2018 and (b) such other period of limitation as may be specifically fixed by the Post-Effective Date Debtors or by a Final Order of the Bankruptcy Court for objecting to such claims. The Plan Administrator will analyze and commence, if appropriate as determined in the Plan Administrator's business judgment, any Avoidance Actions prior to the expiration of the statute of limitations on February 28, 2019. The Plan Administrator expects to seek entry of a final decree closing each of the Chapter 11 Cases upon the resolution of all Disputed Claims and Causes of Action and the payment of distributions under the Plan, which the Plan Administrator anticipates will occur on or about June 30, 2018. The payment of distributions under the Plan may be impacted by, among other factors, the resolution of Lubov Azria's appeal of this Court's ruling regarding the disposition of her administrative expense claims asserted against the estates (the "Lubov Appeal"). The District Court having jurisdiction over the Lubov Appeal has established a briefing schedule between November 2, 2017, and January 4, 2018. *See Lubov Azria v. BCBG Max Azria Global Holdings, LLC, et al.*, Case No. 17-6500 (GBD), Docket No. 3.

5. The dates referred to herein are the Plan Administrator's good faith estimate and are subject to change. In accordance with Local Rule 3021-1(b), the Plan Administrator will inform this Court of any revisions thereto.

6. In satisfaction of Local Rule 3021-1(b) and the requirements set forth in 11 U.S.C. § 1106(a)(7), the Plan Administrator intends to file a status report detailing the actions taken by the Plan Administrator pursuant to this Order, in furtherance of resolution of Claims, the location of and steps taken to protect any funds or other property recovered on behalf of the estates, and the closing of the Chapter 11 Cases every six months until a final decree has been entered closing the cases.

7. The Post-Effective Date Debtors (or the Disbursing Agent on behalf of each of the Post-Effective Date Debtors) shall pay all United States Trustee quarterly fees due under 28 U.S.C.

§ 1930(a)(6) until the entry of a final decree, dismissal of the Chapter 11 Cases, or conversion of the Chapter 11 Cases to Chapter 7, and shall provide the United States Trustee with related disbursement information on or about the end of the month following each calendar quarter.

8. Entry of this Order is solely in satisfaction of the Post-Effective Date Debtors' obligations under Local Rule 3021-1(a), and shall be without prejudice to the Post-Effective Date Debtors' or the Plan Administrator's ability to take any and all actions authorized under the Plan, the Confirmation Order, and any other document related to the Plan and the conduct of the Post-Effective Date Debtors or the Plan Administrator, including pursuing any objection to a Disputed Claim or Cause of Action, and all other matters over which the Court retains jurisdiction pursuant to the Plan, the Confirmation Order, and applicable law.

New York, New York  
Dated: October 10, 2017

/S/ Shelley C. Chapman  
THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE