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

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

**PLAN ADMINISTRATOR’S
NOTICE OF CLAIMS SATISFIED IN FULL**

David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of Runway Liquidation 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”), files this notice identifying certain Claims filed in the above-captioned chapter 11 cases, which have been satisfied or released postpetition in full (the “Satisfied Claims”). Each of the Satisfied Claims is listed in **Exhibit A** attached hereto, which is incorporated herein by reference and are also accessible at the following website maintained by Donlin Recano & Company, Inc. (“Donlin Recano”), the court-appointed claims agent:

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).

<http://www.donlinrecano.com/bcbg>. In support hereof, the Plan Administrator respectfully states as follows:

Background

1. On February 28, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.
2. 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] confirming the chapter 11 plan annexed thereto (the “Plan”).
3. 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]. 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.
4. On September 28, 2017, the Court entered the *Order (I) Approving (A) Omnibus Claims Objection Procedures and (B) Omnibus Claims Satisfaction Procedures and (II) Authorizing the Plan Administrator to File Substantive Objections to Claims Pursuant to Bankruptcy Rule 3007(c) and (d)* [Docket No. 710] (the “Objection Procedures Order”).

The Claims Reconciliation Process

5. 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 and the *Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports* [Docket No. 76].

6. On April 26, 2017, the Court entered an order [Docket No. 348] establishing certain dates and deadlines for filing proofs of claim (each, a “Proof of Claim” and collectively, “Proofs of Claims”) in these chapter 11 cases. Specifically, among other things, the Court established June 9, 2017, at 5:00 p.m. prevailing Eastern Time (the “Claims Bar Date”) as the deadline for all persons and entities, other than governmental units, 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; and August 28, 2017, at 5:00 p.m. prevailing Eastern Time (the “Governmental Claims Bar Date”), as the last date and time for each such governmental unit to file Proofs of Claim against any Debtor. To date, over 820 Proofs of Claim have been filed against the Debtors in the aggregate approximate amount of \$360 million.

Claims Satisfied After the Petition Date

7. In connection with the review of the Debtors’ books and records, the Plan Administrator has identified certain Claims or portions of Claims, as set forth in **Exhibit A** hereto, *i.e.* the Satisfied Claims, that either are postpetition liabilities, which were satisfied in the ordinary course of business, or have been satisfied in full or released after the Petition Date

pursuant to agreements and/or other documents executed by the Claimants releasing the Satisfied Claims held against the Debtors.

8. Accordingly, the Plan Administrator intends to designate on the Claims Register the Satisfied Claims listed on **Exhibit A** as having been previously satisfied in full. Pursuant to the Objection Procedures Order, the Plan Administrator will serve the Notice of Satisfaction attached as Exhibit D to the Objection Procedures Order on all holders of Satisfied Claims to provide them with an opportunity to interpose a response, if any, to the Plan Administrator's determination that such Claims have been fully satisfied.

Responses to the Notice of Satisfaction

Any responses to the Notice of Satisfaction (each, a "Response") must be made in writing; shall conform to the Bankruptcy Rules, the Local Rules and the Objection Procedures Order; shall be filed with the Bankruptcy Court with a hard copy delivered to Chambers, and served so as to be actually received on the day that is twenty (20) calendar days from the date the Notice of Satisfaction is served (the "Response Date") by the following parties:

- (a) Plan Administrator: David MacGreevey, c/o Zolfo Cooper, 1114 Avenue of the Americas, 41st Floor, New York, New York 10036;
- (b) Counsel to the Plan Administrator: (i) Pachulski Stang Ziehl & Jones, LLP, 780 Third Avenue, 34th Floor, New York, New York 10017, Attn: Robert J. Feinstein and (ii) Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Blvd., 13th Floor, Los Angeles, California 90067, Attn: Jason S. Pomerantz;
- (c) United States Trustee: Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Brian Masumoto; and
- (d) all parties that have filed a request to receive service of court filings pursuant to Bankruptcy Rule 2002.

9. Upon the Plan Administrator's receipt of a Response on or before the Response Deadline, the Plan Administrator will then make a good faith effort to review the relevant Satisfied Claim in light of such Response, to determine whether there is a basis upon which to sustain the Claimant's assertion that its Claim in fact is not a Satisfied Claim. The Plan Administrator reserves the right to contest any new assertions of liability against the Debtors made by the holders of Satisfied Claims with respect to their Claims.

10. If a Claimant fails to file and serve a timely Response by the Response Deadline, the Plan Administrator will instruct Donlin Recano to, immediately, and without further notice to any party (including the Claimant), mark such Satisfied Claim as fully satisfied on the Claims Register.

Reservation of Rights

11. The Plan Administrator expressly reserves the right to (a) amend, modify or supplement a Notice of Satisfaction, and (b) file additional objections to any Claims in these chapter 11 cases (filed or not) that have been or may be asserted against the Debtors, including but not limited to the Satisfied Claims.

12. Notwithstanding anything contained in a Notice of Satisfaction or the attached exhibit, nothing herein shall be construed as a waiver of any rights that the Plan Administrator may have: (a) to bring Avoidance Actions under the applicable provisions of the Bankruptcy Code against the holder of any Disputed Claim, or (b) to exercise their rights of setoff against the holders of such Claims relating to such Avoidance Actions.

Dated: October 27, 2017

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Robert J. Feinstein

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Counsel to the Plan Administrator

EXHIBIT A

Satisfied Claims

Exhibit A

SATISFIED CLAIMS

THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 7 OF THE NOTICE OF SATISFACTION

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim/ Schedule Number	Asserted Claim Amount					Basis for Proposed Disallowance	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Total
Beachwood Place Mall LLC 110 N WACKER DR Chicago IL 60606	BCBG MAX AZRIA GROUP, LLC	8/16/2017	1078		\$ 334.00				\$ 334.00	Executory contract has been assumed and claim satisfied in full.
Bloomington Inc 301 E FOURTH ST CINCINNATI OH 45202	BCBG MAX AZRIA GROUP, LLC	6/8/2017	852						\$ -	Executory contract has been assumed and claim satisfied in full.
Bloomington Inc 301 E FOURTH ST CINCINNATI OH 45202	BCBG MAX AZRIA GROUP, LLC	6/8/2017	851						\$ -	Executory contract has been assumed and claim satisfied in full.
Hudson's Bay Company 698 LAWRENCE AVE W TORONTO ON M6A 3A5 CANADA	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	893					\$ -	\$ -	Executory contract has been assumed and claim satisfied in full.
Hudson's Bay Company 698 LAWRENCE AVE W TORONTO ON M6A 3A5 CANADA	BCBG MAX AZRIA GROUP, LLC	6/9/2017	894					\$ -	\$ -	Executory contract has been assumed and claim satisfied in full.
Hudson's Bay Company 698 LAWRENCE AVE W TORONTO ON M6A 3A5 CANADA	BCBG MAX AZRIA GROUP, LLC	6/9/2017	895					\$ -	\$ -	Executory contract has been assumed and claim satisfied in full.
Lord & Taylor 698 LAWRENCE AVE W TORONTO ON M6A 3A5 CANADA	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	900					\$ -	\$ -	Executory contract has been assumed and claim satisfied in full.
Qwes Communications Company CenturyLink 931 14TH ST STE 900 DENVER CO 80202	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	60009		\$ 148,026.20				\$ 148,026.20	Executory contract has been assumed and claim satisfied in full.

Exhibit A

SATISFIED CLAIMS

THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 7 OF THE NOTICE OF SATISFACTION

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim/ Schedule Number	Asserted Claim Amount					Basis for Proposed Disallowance	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Total
Tampa Westshore Associates LP 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS MI 48304	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	775		\$ 1,933.08				\$ 1,933.08	Executory contract has been assumed and claim satisfied in full.
Twelve Oaks Mall LLC 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS MI 48304	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/7/2017	769		\$ 840.93				\$ 840.93	Executory contract has been assumed and claim satisfied in full.
Unicom UNICOM PLAZA SUITE 310 15535 SAN FERNANDO MISSION BLVD MISSION HILLS CA 91345	BCBG MAX AZRIA GROUP, LLC	6/9/2017	50840					\$ 14,499.00	\$ 14,499.00	Executory contract has been assumed and claim satisfied in full.
Westfield Topanga, LLC 545 LONG WHARF DR 9TH FL NEW HAVEN CT 06443	BCBG MAX AZRIA GROUP, LLC	6/6/2017	738					\$ 22,493.77	\$ 22,493.77	Executory contract has been assumed and claim satisfied in full.