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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>RUNWAY LIQUIDATION HOLDINGS, LLC, et al.,<sup>1</sup></b>	:	<b>Case No. 17-10466 (SCC)</b>
	:	
<b>Debtors.</b>	:	<b>Jointly Administered</b>
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**NOTICE OF HEARING ON PLAN ADMINISTRATOR’S FIRST OMNIBUS  
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN AMENDED CLAIMS**

**PLEASE TAKE NOTICE** that on October 27, 2017, 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”), has filed the *Plan Administrator’s First Omnibus (Non-Substantive) Objection to Certain Amended Claims* (the “Objection”). A hearing on the Objection will be held before the Honorable Shelley C. Chapman of the United States Bankruptcy Court for the Southern District of New York (the

<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).

“Court”), in Room 623, One Bowling Green, New York, New York 10004-1408 on **December 12, 2017 at 10:00 a.m. (prevailing Eastern Time)** (the “Hearing”).

**PLEASE TAKE FURTHER NOTICE** that any responses to the Objection (each, a “Response”) must be made in writing; shall conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of the Bankruptcy Court (the “Local Rules”), and the omnibus claim objection procedures approved by the Bankruptcy Court in 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”); 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 Objection is served (the “Response Date”) by the following parties:

- (a) Plan Administrator: David MacGreevey, c/o Zolfo Cooper, LLC, 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.

**PLEASE TAKE FURTHER NOTICE** that if no Responses are timely filed and served with respect to the Objection, the Plan Administrator shall, on or after the Response Date, submit

to the Court an order substantially in the form annexed as **Exhibit A** to the Objection, which order the Court may enter without further notice or opportunity to be heard.

**PLEASE TAKE FURTHER NOTICE** that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates in open court at the Hearing.

**PLEASE TAKE FURTHER NOTICE** that copies of the Objection and Objection Procedures may be obtained free of charge by visiting the website of Donlin Recano 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.

Dated: October 27, 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>RUNWAY LIQUIDATION HOLDINGS, LLC, et al.,<sup>1</sup></b>	:	<b>Case No. 17-10466 (SCC)</b>
	:	
<b>Debtors.</b>	:	<b>Jointly Administered</b>
-----X		

**PLAN ADMINISTRATOR’S FIRST OMNIBUS  
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN AMENDED CLAIMS**

<b>THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM.</b>
<b>CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 TO EXHIBIT A ATTACHED TO THIS OBJECTION.</b>

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 omnibus (non-substantive) objection (the “Objection”) to certain

<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).

claims identified on **Schedule 1** to **Exhibit A** attached hereto (collectively, the “Disputed Claims”) and seeks entry of an order (the “Proposed Order”), substantially in the form annexed hereto as **Exhibit A**, disallowing and expunging the claims listed on **Schedule 1** (collectively, the “Amended Claims”) in each case pursuant to section 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the objection procedures (the “Objection Procedures”) approved pursuant to 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”). In support of this Objection, the Plan Administrator submits the Declaration of John Boken (the “Boken Declaration”), attached hereto as **Exhibit B**. In further support of this Objection, the Plan Administrator respectfully states as follows:

### **Jurisdiction**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated December 1, 2016. The Plan Administrator confirms his consent, pursuant to Bankruptcy Rule 7008 to the entry of a final order by the Court in connection with this Objection 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.

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 105(a) and 502 of the Bankruptcy Code, Bankruptcy Rule 3007, Rule 9013-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), and the Objection Procedures Order.

### **Background**

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

5. 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”).

6. 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.

7. On September 28, 2017, the Court entered the Objection Procedures Order.

### **Relief Requested**

8. By this Objection, the Plan Administrator seeks entry of the Proposed Order pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and the Objection

Procedures disallowing and expunging the Amended Claims identified on **Schedule 1** to the Proposed Order because such claims have been amended and superseded by one or more claims subsequently filed by, or on behalf of, the same claimant in respect of the same liabilities.

### **The Claims Reconciliation Process**

9. 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].

10. 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 Claim”) 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 governmental units to file Proofs of Claim against any Debtor. To date, over 1,140 Proofs of Claim have been filed against the Debtors in the aggregate approximate amount of \$600 million.

### **Objection**

11. Pursuant to section 502(a) of the Bankruptcy Code, a filed proof of claim is deemed allowed unless a party in interest objects thereto.<sup>2</sup> Following a thorough review of the Proofs of Claim filed by the applicable Bar Date, the Plan Administrator has determined that the Disputed Claims should be disallowed and expunged for the reasons described below. To ease the administrative burden on this Court and the Post-Effective Date Debtors during the claims reconciliation process, the Plan Administrator submits this Objection in an omnibus fashion, in accordance with the Bankruptcy Rules and the Objection Procedures. If the Disputed Claims are not disallowed and expunged, the potential exists for the relevant claimants to receive an unwarranted recovery against the Post-Effective Date Debtors, to the detriment of other similarly-situated creditors. Accordingly, the Plan Administrator seeks the entry of the Proposed Order, attached hereto as **Exhibit A**.

### **Amended Claims**

12. As set forth in more detail on **Schedule 1** to the Proposed Order, the Plan Administrator objects to the Amended Claims because the Plan Administrator has determined that the Amended Claims have been amended and superseded by subsequently filed Proofs of Claim by the same claimant on account of the same liability reflected in the column labeled “Surviving Claim Number” (the “Surviving Claims”). Any disallowance or expungement of the Amended Claims will not affect the Surviving Claims, which will remain on the Claims Register unless withdrawn by the applicable claimants or disallowed by the Court, subject to the Plan Administrator’s right to object to such claims in the future on any grounds permitted by applicable law. Accordingly, the Plan Administrator requests that the Court disallow and expunge the Amended Claims from the Debtors’ register of claims (the “Claims Register”).

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<sup>2</sup> See 11 U.S.C. § 502(a).



**Compliance with the Objection Procedures and the Bankruptcy Rules**

13. The Plan Administrator respectfully states that the content of this Objection is in full compliance with the Bankruptcy Rules (and the Objection Procedures) for the following reasons:

- a. This Objection conspicuously states on the first page the following (emphasis original): **“THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 TO EXHIBIT A ATTACHED TO THIS OBJECTION.”**<sup>3</sup>
- b. This Objection states the title and identity of the objecting party (the Plan Administrator) and states the grounds for the Objection;<sup>4</sup>
- c. Pursuant to the Bankruptcy Rules and the Objection Procedures, the Plan Administrator is authorized to file this Objection on the grounds that the Disputed Claims are: (i) inconsistent with the Debtors’ books and records; (ii) fail to specify the asserted Claim amount (or only list the Claim amount as “unliquidated”); (iii) fail to sufficiently specify the basis for the Claim or provide sufficient supporting documentation in support of such Claim; (iv) seek recovery of amounts for which the Debtors are not liable; (v) are satisfied by payment in full on account of such Claim from a party that is not a Debtor or Post-Effective Date Debtor; (vi) are to be satisfied by one or more of the Debtors’ insurers; (vii) are incorrectly or improperly classified; (viii) 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; (ix) are filed against non-Debtors or are filed against multiple Debtors; or (x) are disallowed pursuant to section 502 of the Bankruptcy Code.<sup>5</sup>
- d. Each schedule to the Proposed Order includes only the claims to which there is a common basis for the Objection;<sup>6</sup> and
- e. Claimants subject to this Objection are listed in alphabetical order by claimant name.<sup>7</sup>

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<sup>3</sup> See Fed. R. Bankr. P. 3007(e)(1).

<sup>4</sup> See Fed. R. Bankr. P. 3007(e)(4).

<sup>5</sup> See Fed. R. Bankr. P. 3007(d)(1)-(6); Objection Procedures ¶¶ 1(a)-(j).

<sup>6</sup> See Fed. R. Bankr. P. 3007(e)(2).

<sup>7</sup> See Objection Procedures ¶ 4; Fed. R. Bankr. P. 3007(e)(2).

14. For the foregoing reasons, the Plan Administrator respectfully submits that the content of this Objection is in full compliance with the Bankruptcy Rules and the Objection Procedures.

15. The Plan Administrator further respectfully states that notice and service of this Objection will be in full compliance with the Bankruptcy Rules for the following reasons:

- a. The Objection will be filed with the Court and served upon (i) the affected claimant party set forth on each Proof of Claim subject to this Objection or its attorney of record, (ii) the U.S. Trustee, and (iii) parties that have filed a request for service of papers under Bankruptcy Rule 2002;<sup>8</sup>
- b. With respect to service on claimants affected by this Objection, the Plan Administrator will also serve each such claimant with a customized objection notice tailored, as appropriate, to address the particular creditor, claim, and objection;<sup>9</sup> and
- c. This Objection will be set for hearing at least 30 days after the filing of this Objection.<sup>10</sup>

#### **Reservation of Rights**

16. This Objection is limited to the grounds stated herein. Accordingly, it is without prejudice to the rights of the Plan Administrator or any other party in interest to object to any of the Disputed Claims (to the extent not disallowed and expunged pursuant to this Objection) on any grounds whatsoever, and the Plan Administrator expressly reserves all further substantive or procedural objections he may have.

#### **Notice**

17. The Plan Administrator has provided notice of this Objection to: (a) the affected claimant party set forth on the Proof of Claim or its attorney of record; (b) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New

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<sup>8</sup> See Fed. R. Bankr. P. 2002, 3007(a).

<sup>9</sup> See Objection Procedures ¶ 5; Fed. R. Bankr. P. 3007(e).

<sup>10</sup> See Fed. R. Bankr. P. 3007(a).

York, New York 10014, Attn: Brian Masumoto; and (c) all parties that have filed a request to receive service of court filings pursuant to Bankruptcy Rule 2002.

WHEREFORE, for the reasons stated in the Objection, the Plan Administrator respectfully requests that the Court grant the relief requested in the Objection and such other relief as the Court deems just and proper.

Dated: October 27, 2017

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Robert J. Feinstein*

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*Counsel to the Plan Administrator*

**EXHIBIT A**

**Proposed Order**

Robert J. Feinstein, Esq.  
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*Counsel to the Plan Administrator*

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

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

**ORDER GRANTING PLAN ADMINISTRATOR’S FIRST OMNIBUS  
 (NON-SUBSTANTIVE) OBJECTION TO CERTAIN AMENDED CLAIMS**

Upon the objection (the “Objection”)<sup>2</sup> of the Plan Administrator for entry of an order (this “Order”) (a) disallowing and expunging the claims identified on **Schedule 1** (collectively, the “Amended Claims”) in each case pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and the Objection Procedures, all as more fully set forth in the Objection; and upon the Boken Declaration; and the Court having found that it has 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 December 1, 2016, and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2);

<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 term used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

and the Court having found that venue of this proceeding and the Objection in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Objection is in the best interests of the Post-Effective Date Debtors, their creditors, and other parties in interest; and the Court having found that the Plan Administrator provided appropriate notice of the Objection and the hearing on the Objection under the circumstances; and the Court having reviewed the Objection; and the Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Objection is sustained to the extent set forth herein.
2. The Amended Claims identified on **Schedule 1** attached hereto are disallowed and expunged in their entirety.
3. The Surviving Claims will remain on the Claims Register and such Claims are neither allowed nor disallowed at this time, subject, however, to any future objection on any basis.
4. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any of the Surviving Claims.
5. Donlin Recano, the Debtors' noticing and claims agent, is authorized to update the Claims Register to reflect the relief granted in this Order.
6. Entry of this Order is without prejudice to the Plan Administrator's right to object to any other Claims in these chapter 11 cases or to further object to the Disputed Claims (to the extent they are not disallowed and expunged pursuant to this Order) on any grounds whatsoever, at a later date.

7. Each Disputed Claim and the Objection by the Plan Administrator to each Disputed Claim as addressed in the Objection and as identified in **Schedule 1** attached hereto constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. This Order shall be deemed a separate order with respect to each Disputed Claim. Any stay of this Order shall apply only to the contested matter which involves such creditor and shall not act to stay the applicability or finality of this Order with respect to the other contested matters covered hereby.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

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

Dated: \_\_\_\_\_, 2017

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THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

**SCHEDULE 1**

**Amended Claims**



**Schedule 1**

AMENDED CLAIMS

THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 12 OF THE OBJECTION

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount		503(b)(9)	Priority	Unsecured	Total	Surviving Claim Number	Basis for Proposed Disallowance
				Secured	Admin						
A AND FENG FASHION LTD RM 702 71F NEW TECH PLAZA 34 TAI YAU STSAN PO KONG HONG KONG	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/7/2017	761					\$ 1,483,445.44	\$ 1,483,445.44	762	Claim has been amended
ADP LLC 1851 N RESLER EL PASO, TX 79912	BCBG MAX AZRIA GROUP, LLC	3/13/2017	148					203,870.62	\$ 203,870.62	160	Claim has been amended
BB AND T INSURANCE SVCS DEBORA H WATSON PO BOX 1847 WILSON, NC 27894	BCBG MAX AZRIA GROUP, LLC	4/13/2017	220					45,643.10	\$ 45,643.10	983	Claim has been amended
BB AND T INSURANCE SVCS DEBORA H WATSON PO BOX 1847 WILSON, NC 27894	BCBG MAX AZRIA GROUP, LLC	4/28/2017	309					58,820.00	\$ 58,820.00	983	Claim has been amended
BELLWETHER PROPERTIES OF MASSACHUSETTS LP SIMON PROPERTY GROUP RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/3/2017	331					830,603.34	\$ 830,603.34	340	Claim has been amended
BLUE FARM TEXTILE LTDUNIT B 32 FLOOR LEGEND TOWERKWUN TONG KOWLOON HONG KONG	BCBG MAX AZRIA GROUP, LLC	3/22/2017	64					1,082.31	\$ 1,082.31	65	Claim has been amended
BRAINTREE PROPERTY ASSOCIATES LP SIMON PROPERTY GROUP INC RONALD M TUCKER 225 W WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/18/2017	229					297,619.92	\$ 297,619.92	336	Claim has been amended
BRAINTREE PROPERTY ASSOCIATES LP SIMON PROPERTY GROUP INC RONALD M TUCKER 225 W WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GROUP, LLC	5/4/2017	336					297,619.92	\$ 297,619.92	337	Claim has been amended
BRAINTREE PROPERTY ASSOCIATES LP SIMON PROPERTY GROUP INC RONALD M TUCKER 225 W WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GROUP, LLC	5/4/2017	337					297,619.92	\$ 297,619.92	338	Claim has been amended

**Schedule 1**

AMENDED CLAIMS

THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 12 OF THE OBJECTION

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount		503(b)(9)	Priority	Unsecured	Total	Surviving Claim Number	Basis for Proposed Disallowance
				Secured	Admin						
CARDLOCK FUELS SYSTEM INCAKA SC FUELS ROBERT W BOLLAR 1800 W KATELLA AVE STE 400 ORANGE, CA 92867	BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC	3/10/2017	29		543.87				\$ 543.87	132	Claim has been amended
CARDLOCK FUELS SYSTEM INCAKA SC FUELS ROBERT W BOLLAR 1800 W KATELLA AVE STE 400 ORANGE, CA 92867	BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC	3/10/2017	29					2,158.17	\$ 2,158.17	132	Claim has been amended
CARRE* CLAIRE37 CHIPMUNK HOLLOW STE 3 KERHONKSON, NY12446	BCBG MAX AZRIA GROUP, LLC	3/21/2017	61					14,450.00	\$ 14,450.00	591	Claim has been amended
CHICAGO PREMIUM OUTLETS RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/3/2017	328					245,480.45	\$ 245,480.45	345	Claim has been amended
CLINTON CROSSING PREMIUM OUTLETS RONALD M TUCKER SIMON PROPERTY GROUP INC 225 W WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/19/2017	230					210,048.33	\$ 210,048.33	346	Claim has been amended
COUNTRY CLUB PLAZA JV LLC THE TAUBMAN COMPANY LLC 200 E LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/21/2017	276		8,506.21				\$ 8,506.21	414	Claim has been amended
COUNTRY CLUB PLAZA JV LLC THE TAUBMAN COMPANY LLC 200 E LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/21/2017	277					65,383.60	\$ 65,383.60	413	Claim has been amended
CT- TOWN OF TRUMBULL COHEN AND WOLF PC VINCENT M MARINO 657 ORANGE CTR RD ORANGE, CT 06477	MAX RAVE, LLC	3/24/2017	104				13,087.49		\$ 13,087.49	476	Claim has been amended
DADA TRADING CO LTD JOINGSIK (ALEX) PARK60 TOJEONG RO 11GIL MAPOGU SEOUL 4075 KOREA	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/31/2017	127					4,986,299.67	\$ 4,986,299.67	128	Claim has been amended

**Schedule 1**

AMENDED CLAIMS

THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 12 OF THE OBJECTION

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount		503(b)(9)	Priority	Unsecured	Total	Surviving Claim Number	Basis for Proposed Disallowance
				Secured	Admin						
DADA TRADING CO LTD JOINGSIK (ALEX) PARK60 TOJEONG RO 11GIL MAPOGU SEOUL 4075 KOREA	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/31/2017	128					4,986,299.67	\$ 4,986,299.67	849	Claim has been amended
DEL AMO FASHION CENTER RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/3/2017	333					506,485.99	\$ 506,485.99	335	Claim has been amended
FORMAN SIGN CO INC DORANN MATTHEWS 10447 DRUMMOND RD PHILADELPHIA, PA 19154	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/29/2017	125					47,005.09	\$ 47,005.09	543	Claim has been amended
FRANKLIN MILLS ASSOCIATES LP SIMON PROPERTY GROUP RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/3/2017	329					268,137.60	\$ 268,137.60	378	Claim has been amended
GENERAL INFORMATION SVCS CEO917 CHAPIN RD CHAPIN, SC 29036	BCBG MAX AZRIA GROUP, LLC	4/12/2017	199					6,767.21	\$ 6,767.21	200	Claim has been amended
GOTEX GROUP INC LAN CAO 9111S LA CIENEGA BLVD STE 210 INGLEWOOD, CA 90301	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/25/2017	288					76,216.96	\$ 76,216.96	540	Claim has been amended
GREER AND KIRBY CO INC CHERYL S OSORIO 14714 INDUSTRY CIRLA MIRADA, CA 90638	BCBG MAX AZRIA GROUP, LLC	3/23/2017	99					1,519.01	\$ 1,519.01	563	Claim has been amended
HANA FINANCIAL KEVIN C THOMAS 1000 WILSHIRE BLVD LOS ANGELES, CA 90017-2407	BCBG MAX AZRIA GROUP, LLC	4/20/2017	250		1,808,046.00				\$ 1,808,046.00	753	Claim has been amended
HANA FINANCIAL KEVIN C THOMAS 1000 WILSHIRE BLVD LOS ANGELES, CA 90017-2407	BCBG MAX AZRIA GROUP, LLC	4/20/2017	250					176,022.00	\$ 176,022.00	753	Claim has been amended

**Schedule 1**

AMENDED CLAIMS

THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 12 OF THE OBJECTION

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount		503(b)(9)	Priority	Unsecured	Total	Surviving Claim Number	Basis for Proposed Disallowance
				Secured	Admin						
HART WAILEA LLC HEITMAN CAPITAL MANAGEMENT LLC 191 N WACKER DR STE 2500 CHICAGO, IL 60606	BCBG MAX AZRIA GROUP, LLC	6/8/2017	864					15,783.69	\$ 15,783.69	918	Claim has been amended
KRISTINA BROWN 3553 LONDON ST LOS ANGELES, CA 90026	BCBG MAX AZRIA GROUP, LLC	3/22/2017	63					8,700.00	\$ 8,700.00	66	Claim has been amended
LAS VEGAS SOUTH PREMIUM OUTLETS LLC RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/1/2017	316					362,812.07	\$ 362,812.07	352	Claim has been amended
LEESBURG CORNER PREMIUM OUTLETS RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GROUP, LLC	5/9/2017	397					284,597.36	\$ 284,597.36	603	Claim has been amended
MALL AT POTOMAC MILLS LLC SIMON PROPERTY GROUP RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/3/2017	326					204,415.06	\$ 204,415.06	379	Claim has been amended
MIRJAM ROUDEN LTD MIRJAM ROUDEN 103 VICARAGE ROAD LONDON E10 5EQ UNITED KINGDOM	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/7/2017	180					3,600.00	\$ 3,600.00	362	Claim has been amended
PHOENIX PREMIUM OUTLETS LLC SIMON PROPERTY GROUP INC RONALD M TUCKER 225 W WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GROUP, LLC	5/3/2017	330					142,313.28	\$ 142,313.28	387	Claim has been amended
PROTEXTILE INCKYOUNG SHIN LEE 1539 N ALEXANDRIA AVE SUITE 305 LOS ANGELES, CA 90027	BCBG MAX AZRIA GROUP, LLC	4/27/2017	296					10,791.70	\$ 10,791.70	658	Claim has been amended
RIO GRANDE VALLEY PREMIUM OUTLETS RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GROUP, LLC	5/9/2017	406		7,443.73				\$ 7,443.73	600	Claim has been amended
RIO GRANDE VALLEY PREMIUM OUTLETS RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GROUP, LLC	5/9/2017	406					72,810.88	\$ 72,810.88	600	Claim has been amended

**Schedule 1**

AMENDED CLAIMS

THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 12 OF THE OBJECTION

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount		503(b)(9)	Priority	Unsecured	Total	Surviving Claim Number	Basis for Proposed Disallowance
				Secured	Admin						
SAGGEZZA INTL LTD CHAN WING SING FLAT C 20 F LUK HOP INDUSTRIAL BUILDING 8 LUK HOP ST SAN PO KONGKOWLOON 9999 HONG KONG	BCBG MAX AZRIA GROUP, LLC	3/31/2017	129					233,022.54	\$ 233,022.54	592	Claim has been amended
SDG FASHION MALL LP SIMON PROPERTY GROUP INC RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/19/2017	231				16,881.16		\$ 16,881.16	354	Claim has been amended
SDG FASHION MALL LP SIMON PROPERTY GROUP INC RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/19/2017	231					659,006.41	\$ 659,006.41	354	Claim has been amended
SEATTLE PREMIUM OUTLETS RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/3/2017	327					477,633.30	\$ 477,633.30	380	Claim has been amended
SHOPPING CENTER ASSOCIATES SIMON PROPERTY GROUP INC RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/19/2017	232					325,036.22	\$ 325,036.22	355	Claim has been amended
SHOPS AT MISSION VIEJO LLC SIMON PROPERTY GROUP INC RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/19/2017	234				129.03		\$ 129.03	356	Claim has been amended
SHOPS AT MISSION VIEJO LLC SIMON PROPERTY GROUP INC RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/19/2017	234					324,907.19	\$ 324,907.19	356	Claim has been amended
SIMON FINANCING PARTNERSHIP LP NAPA PREMIUM OUTLETS SIMON PROPERTY GROUP RONALD M TUCKER 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/3/2017	325					316,265.17	\$ 316,265.17	377	Claim has been amended
SIMON PROPERTY GROUP TEXAS LP RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/1/2017	315					517,023.38	\$ 517,023.38	358	Claim has been amended

**Schedule 1**

AMENDED CLAIMS

THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 12 OF THE OBJECTION

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount		503(b)(9)	Priority	Unsecured	Total	Surviving Claim Number	Basis for Proposed Disallowance
				Secured	Admin						
TALETELLERS TOUCH ABASOGATAN 148 STOCKHOLM11632SWEDEN	BCBG MAX AZRIA GROUP, LLC	4/21/2017	265					1,967.58	\$ 1,967.58	266	Claim has been amended
TX- CITY OF MERCEDES PERDUE BRANDON FIELDER ET AL JOHN T BANKS 3301 NORTHLAND DR STE 505 AUSTIN, TX 78731	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/27/2017	94	3,367.41					\$ 3,367.41	93	Claim has been amended
WALT WHITMAN MALL LLC SIMON PROPERTY GROUP INC RONALD M TUCKER 225 WEST WASHINGTON STINDIANAPOLIS IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/19/2017	235					587,939.04	\$ 587,939.04	357	Claim has been amended

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*Counsel to the Plan Administrator*

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

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

**DECLARATION OF JOHN R. BOKEN IN SUPPORT OF  
 PLAN ADMINISTRATOR’S FIRST OMNIBUS  
 (NON-SUBSTANTIVE) OBJECTION TO CERTAIN AMENDED CLAIMS**

I, John R. Boken, declare under penalty of perjury as follows, pursuant to the provisions of 28 U.S.C. § 1746:

1. I am a Senior Managing Director in the firm of Zolfo Cooper, LLC, a New Jersey limited liability company (“Zolfo Cooper”). Zolfo Cooper and its subsidiaries, affiliates, agents, and independent contractors were retained by the Official Committee of Unsecured Creditors as financial advisors in connection with the Debtors’ chapter 11 cases. On July 31, 2017, the Effective Date of the Plan, David MacGreevey of Zolfo Cooper was appointed at the Plan

<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).

Administrator. In order to facilitate the responsibilities of the Plan Administrator, Mr. MacGreevey assumed the position of Chief Executive Officer, and I was appointed the Chief Financial Officer, of the Post-Effective Date Debtors.

2. As part of my current position in assisting with the Plan Administrator's responsibilities under the Plan, I am responsible for certain claims management and reconciliation matters. I am generally familiar with the Post-Effective Date Debtors' day-to-day operations, cash resources, other assets, business affairs, and books and records that reflect, among other things, the Debtors' liabilities and the amount thereof owed to their creditors as of the Petition Date.

3. I have read the *First Omnibus (Non-Substantive) Objection to Amended Claims* (the "Objection")<sup>2</sup> and am directly, or by and through the Plan Administrators' advisors and former personnel of the Post-Effective Date Debtors who are available to support the Plan Administrator and the Post-Effective Date Debtors through the terms of the Transition Services Agreement (the "Transitioned Personnel") familiar with the information contained therein and the exhibits attached thereto.

4. I am authorized to submit this declaration (the "Declaration") in support of the Objection. All matters set forth in this Declaration are based on: (a) my personal knowledge; (b) my review of relevant documents; (c) my view, based on my knowledge of the Post-Effective Date Debtors' and Debtors' operations, books and records, and the Transitioned Personnel; (d) information supplied to me by the Post-Effective Date Debtors and by others at the Post-Effective Date Debtors' request; or (e) as to matters involving United States bankruptcy law or rules or other applicable laws, my reliance upon the advice of counsel or other advisors to the

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



Plan Administrator. If called upon to testify, I could and would testify competently to the facts set forth herein.

5. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, considerable time and resources have been expended to ensure a high level of diligence in reviewing and reconciling the Proofs of Claim filed against the Debtors in these chapter 11 cases.

6. Upon a thorough review of the Proofs of Claim filed in these chapter 11 cases and supporting documentation thereto, I have determined that the Amended Claims listed on **Schedule 1** to the Proposed Order have been amended and superseded by subsequently filed Proofs of Claim by the same claimant and on account of the same liability as reflected in the column labeled “Surviving Claim Number” on **Schedule 1**. Accordingly, I believe the Amended Claims listed on **Schedule 1** should be disallowed and expunged in their entirety.

7. Failure to disallow and expunge, as applicable, the Disputed Claims could result in the relevant claimant receiving an unwarranted recovery against the Post-Effective Date Debtors, to the detriment of other creditors. Accordingly, I believe that the Court should grant the relief requested in the Objection.

*[Remainder of page intentionally left blank]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
and correct to the best of my knowledge and belief.

Executed on October 27, 2017 at Los Angeles, California.

  
\_\_\_\_\_  
John R. Boken