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

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

APPELLEE’S COUNTER-DESIGNATION OF ADDITIONAL ITEMS TO BE INCLUDED IN RECORD ON APPEAL AND CERTIFICATE REGARDING TRANSCRIPTS PURSUANT TO RULE 8009 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE AND LOCAL BANKRUPTCY RULE 8009-1

Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Local Bankruptcy Rule 8009-1, appellee David MacGreevey, in his capacity as plan administrator (the “Plan Administrator” or “Appellee”) acting on behalf of Runway Liquidation Holdings, LLC, fka BCBG Max Azria Global 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”), by and through undersigned counsel, hereby submits this

¹The Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each 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).

counterdesignation of additional items to be included in the record on appeal and files this certificate regarding transcripts in connection with the *Notice of Appeal and Statement of Election*, dated August 15, 2017 [Bankr. Docket No. 633] (the “Notice of Appeal”), filed by Lubov Azria (the “Appellant”). The Notice of Appeal seeks appellate review of the *Order Sustaining Debtors’ Objection to Proof of Claim Number 746 Filed by Lubov Azria* [Bankr. Docket No. 619], which was read into the record at the hearing held in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on July 25, 2017, signed by the Bankruptcy Court on August 8, 2017, and entered on the docket of the Bankruptcy Court on August 9, 2017.

I.

DESIGNATION OF ITEMS FOR RECORD ON APPEAL

In addition to those items designated by Appellant in the *Appellant’s Designation of Record, Statement of Issues, and Certificate Regarding Transcripts Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure* [District Court Docket No. 6] (the “Appellant Designation of Record”), and all exhibits and attachments thereto and other materials incorporated by reference therein, and any sealed version of any referenced document filed under seal, Appellee hereby designates the following items for the record on appeal:

Designation No.	Docket No.	Filing Date	Item
1	137	3/14/17	Notice of and Debtor BCBG Max Azria Group, LLC’s Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria’s Employment Agreement and (II) Finding that the Amount of any Claim(s) Under the Employment Agreement is Subject to 11 U.S.C. § 502(b)(7)
2	182	3/21/17	The Azrias’ Opposition to Debtors’ Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria’s Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement is Subject to 11 U.S.C. § 502(B)(7)

Designation No.	Docket No.	Filing Date	Item
3	183	3/21/17	Adversary Complaint for Declaratory Judgment
4	197	3/24/17	Debtor BCBG Max Azria Group, LLC's Reply to the Azrias' Objection to Debtors' Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of any Claim(s) Under the Employment Agreement is Subject to 11 U.S.C. § 502(B)(7)
5	198	3/24/17	Declaration of Holly Felder Etlin, Chief Restructuring Officer of BCBG Max Azria Global Holdings, LLC, in Support of Debtor BCBG Max Azria Group, LLC's Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of any Claim(s) Under the Employment Agreement is Subject to 11 U.S.C. § 502(b)(7)
6	202	3/24/17	Declaration of Holly Felder Etlin, Chief Restructuring Officer of BCBG Max Azria Global Holdings, LLC, in Support of Debtor BCBG Max Azria Group, LLC's Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azria's Employment Agreement and (II) Finding that the Amount of Any Claim(s) Under the Employment Agreement is Subject to 11 U.S.C. § 502(B)(7)
7	265	4/3/17	BCBG Max Azria Group, LLC's Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement
8	266	4/3/17	Declaration of Yates M. French in Support of BCBG Max Azria Group LLC's Motion For (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement
9	309	4/15/17	Plaintiffs' Opposition to Defendants' Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement
10	310	4/15/17	Declaration of Lubov Azria in Opposition to Defendants' Motion for Summary Judgment

Designation No.	Docket No.	Filing Date	Item
11	311	4/15/17	Declaration of Max Azria in Opposition to Defendants' Motion for Summary Judgment
12	369	4/25/17	Transcript regarding Hearing Held on 4/24/2017 10:00AM RE: Doc #137 BCBG Max Azria LLC's Motion for Entry of an Order (I) Authorizing the Rejection of Lubov Azrias Employment Agreement and (II) Finding that the Amount of any Claim(s) Under the Employment Agreement is Subject to 11 U.S.C. 502(b)(7) and Doc #1 Max and Lubov Azrias Adversary Complaint for Declaratory Judgment; Doc #5 BCBG Max Azria Group, LLCs Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azrias Employment Agreement; Doc #265 BCBG Max Azria Group, LLC's Motion for (I) Partial Summary Adjudication of Adversary Proceeding and (II) Entry of an Order Authorizing the Rejection of Lubov Azria's Employment Agreement
13	374	5/9/17	Order Authorizing the Rejection of Lubov Azria's Employment Agreement
14	376	5/9/17	Notice of Appeal and Statement of Election
15	378	5/9/17	Appellant's Designation of Record, Statement of Issues, and Certificate Regarding Transcripts Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure
16	462	6/23/17	Disclosure Statement Relating to 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
17	585	7/25/17	Notice of Filing of First Amendment to Plan Supplement
18	591	7/26/17	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

II.

CERTIFICATE REGARDING TRANSCRIPTS

The July 25, 2017, hearing before the Bankruptcy Court already has been transcribed and docketed [Bankr. Docket No. 624], as well as attached to the Bankruptcy Court order appealed from [Bankr. Docket No. 619, Part 2 (Exhibit A)] and has been included in the Appellant Designation of Record. Accordingly, pursuant to Rule 8009(b)(3) of the Federal Rules of Bankruptcy Procedure, Appellee files this certificate stating that Appellee is not ordering any additional transcripts.

Dated: New York, New York
October 31, 2017

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Steven W. Golden

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CERTIFICATE OF SERVICE

I, Steven W. Golden, a member of the bar of this Court, on October 31, 2017, caused the foregoing *Appellee's Counter-Designation of Additional Items to be Included in Record On Appeal and Certificate Regarding Transcripts Pursuant to Rule 8009 of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 8009-1* to be served by first-class mail, postage prepaid, on counsel for the Appellant as follows:

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