

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

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

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

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: December 7, 2017  
New York, New York

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

**SCHEDULE 1**

**Amended Claims**

Schedule 1

AMENDED CLAIMS

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount		503(b)(9)	Priority	Unsecured	Total	Surviving Claim Number	Basis for 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

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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

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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

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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



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				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

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				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 ST INDIANAPOLIS IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/19/2017	235					587,939.04	\$ 587,939.04	357	Claim has been amended