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Counsel to the Plan Administrator

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

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

**CERTIFICATION OF COUNSEL REGARDING THE PLAN
ADMINISTRATOR’S TENTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN NO LIABILITY CLAIMS**

Pursuant to 28 U.S.C. § 1746 and Rule 9075-2 of the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), and in accordance with the case management procedures set forth in the Order Establishing Certain Notice, Case Management, and Administrative Procedures [Docket No. 90] (the “Case Management Order”), the undersigned hereby certifies as follows:

1. On December 20, 2017, counsel to David MacGreevey, in his capacity as the Plan Administrator, filed the *Plan Administrator’s Tenth Omnibus (Non-Substantive) Objection to*

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, follows: Runway Liquidation Holdings, LLC (6857); Runway Liquidation, LLC (5942); Runway Liquidation Intermediate Holdings, LLC (3673); MR Liquidation, LLC (9200); and MMH Liquidation, LLC (3854).

Certain No Liability Claims [Docket No. 781] (the “Tenth Omnibus Objection”) with the United States Bankruptcy Court for the Southern District of New York (the “Court”).

2. The Case Management Order provides that where no objection to a request for relief is filed, the movant may submit a proposed order granting such request for relief to the Court along with a certificate of no objection stating that no objection has been filed or served on the movant.

3. The undersigned counsel hereby certifies that, as of the date hereof, no answer, objection, or other response to the Tenth Omnibus Objection has been received. Undersigned counsel further certifies that she has reviewed the docket in this case and no answer, objection, or other response to the Tenth Omnibus Objection appears thereon. The *Response in Opposition to the Debtors’ Tenth Omnibus Objection to Claim #280* [Docket No. 789] filed by TRG IMP, LLC was withdrawn by TRG IMP, LLC by the *Notice of Withdrawal of Response in Opposition to the Debtors’ Tenth Omnibus Objection to Claim #280* [Docket No. 811] filed on January 31, 2018.

4. Accordingly, the undersigned respectfully requests that the Court enter the order attached hereto as **Exhibit A** in accordance with the procedures described in the Case Management Order.

Dated: February 16, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Maria A. Bove

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EXHIBIT A

Proposed Order

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**UNITED STATES BANKRUPTCY COURT
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In re	:	Chapter 11
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RUNWAY LIQUIDATION HOLDINGS, LLC, et al.,¹	:	Case No. 17-10466 (SCC)
	:	
Debtors.	:	Jointly Administered
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**ORDER GRANTING PLAN ADMINISTRATOR’S TENTH OMNIBUS
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY CLAIMS**

Upon the objection (the “Objection”)² of the Plan Administrator for entry of an order (this “Order”) disallowing and expunging the claims identified on **Schedule 1**, **Schedule 2**, and **Schedule 3** (collectively, the “Disputed Claims” or “No Liability Claims”) 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*

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

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 opportunity for a 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 No Liability Claim identified on **Schedule 1** attached hereto is disallowed and expunged in its entirety.
3. The No Liability Claims identified on **Schedule 2** attached hereto are disallowed and expunged in their entirety.
4. The No Liability Claims identified on **Schedule 3** attached hereto are disallowed and expunged in their entirety.
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**, **Schedule 2**, and **Schedule 3** 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: _____, 2018

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

No Liability Claims – Zero Dollar

Schedule 1 TENTH OMNIBUS OBJECTION

NO LIABILITY CLAIM - ZERO DOLLAR

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Basis for Disallowance	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Total
ANDERSON, ALLEYSIA 1019 LA SALLE ST BELLEVILLE, IL 62221	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/23/2017	564					No Amount Indicated	No Amount Indicated	Zero Dollar Claim. No Record of Claim Existence in Debtors' Books and Records.

SCHEDULE 2

No Liability Claims – Insufficient Documentation

Schedule 2

TENTH OMNIBUS OBJECTION
NO LIABILITY CLAIMS - INSUFFICIENT DOCUMENTATION

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim					Basis for Disallowance	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Total
NORTH STAR MALL LLC GGP LIMITED PARTNERSHIP 110 N WACKER DR CHICAGO , IL 60606	BCBG MAX AZRIA GROUP, LLC	5/16/2017	465					\$ 100.00	\$ 100.00	Filed With Insufficient Supporting Documentation. No Record of Claim Existence in Debtors' Books and Records.
OAKBROOK SHOPPING CENTER LLC AKA OAKBROOK CENTER GGP LIMITED PARTNERSHIP 110 N WACKER DR CHICAGO , IL 60606	BCBG MAX AZRIA GROUP, LLC	8/16/2017	1077		\$ 100.00				\$ 100.00	Filed With Insufficient Supporting Documentation. No Record of Claim Existence in Debtors' Books and Records.
THE WOODLANDS MALL ASSOCIATES 110 N WACKER DR CHICAGO , IL 60606	BCBG MAX AZRIA GROUP, LLC	5/16/2017	458					\$ 100.00	\$ 100.00	Filed With Insufficient Supporting Documentation. No Record of Claim Existence in Debtors' Books and Records.

SCHEDULE 3

No Liability Claims – Books and Records

Schedule 3

TENTH OMNIBUS OBJECTION
NO LIABILITY CLAIMS - BOOKS AND RECORDS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim						Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total	
ARCH SPECIALTY INSURANCE CO FRANCINE PETROSINO 210 HUDSON ST STE 300 JERSEY CITY , NJ 7311	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	952		Unliquidated			\$ -	\$ -	No Record of Claim Existence in Debtors' Books and Records
DULLES TOWN CTR MALL LLC LERNER CORP 2000 TOWER OAKS BLVD ROCKVILLE , MD 20852-4208	MAX RAVE, LLC	5/26/2017	634					\$ 11,503.60	\$ 11,503.60	No Record of Claim Existence in Debtors' Books and Records
NORTH AMERICAN BOUCHERVILLE CORP AND CREIT BOUCHERVILLE LP 2851 JOHN ST STE 1MARKHAM , ON L3R 5R7	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/22/2017	538					\$ 335,701.88	\$ 335,701.88	No liability against the asserted Debtor. Claim is against BCBG Max Azria Canada, Inc., a non-Debtor entity.
POLARIS HANDELSGESELLSCHAFT MBH KLESTADT WINTERS JURELLER SOUTHARD & STEVENS ATT: TRACY L KLESTADT 200 W 41ST ST 17 FL NEW YORK , NY 10036-7203	BCBG MAX AZRIA GROUP, LLC	5/17/2017	479					\$ 22,702.14	\$ 22,702.14	No liability against the asserted Debtor. Claim is against BCBG Max Azria Canada, Inc., a non-Debtor entity.
TRG IMP LLC ANDREW S CONWAY 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS , MI 48304	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/24/2017	280		\$ 24,103.89			\$ -	\$ 24,103.89	No Record of Claim Existence in Debtors' Books and Records