

**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
	:	
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**ORDER GRANTING PLAN ADMINISTRATOR’S NINTH OMNIBUS
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN AMENDED 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** (collectively, the “Disputed Claims” or “Amended 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 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

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).

² 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 Objection is hereby withdrawn without prejudice to Proof of Claim number 710 filed by Mystic, Inc.
3. The Amended Claims identified on **Schedule 1** attached hereto are disallowed and expunged in their entirety.
4. 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.
5. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any of the Surviving Claims.
6. Donlin Recano, the Debtors' noticing and claims agent, is authorized to update the Claims Register to reflect the relief granted in this Order.
7. 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.
8. 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.

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

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

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

Dated: February 26, 2018
New York, New York

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

Ninth Omnibus Objection to Claims Schedule 1

AMENDED CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Basis for Disallowance	Surviving Claim No.	Surviving Claim Amount				
				Secured	Admin	Priority	Unsecured	Total			Admin	Secured	Priority	Unsecured	Total
1450 BROADWAY LLC THE ZAR GROUP LLC NOAH KAUFMAN 1375 BROADWAY 12TH FL NEW YORK , NY 10018	BCBG MAX AZRIA GROUP, LLC	6/9/2017	904		Unliq		\$909,471.62	\$909,471.62	Claim Has Been Amended by Surviving Claim Number	1116		\$823,000.00		\$3,372,353.41	\$4,195,353.41
ALBERTVILLE PREMIUM OUTLETS RONALD M TUCKER SIMON PROPERTY GROUP 225 WEST WASHINGTON ST INDIANAPOLIS , IN 46204	BCBG MAX AZRIA GROUP, LLC	5/9/2017	400				\$152,472.85	\$152,472.85	Claim Has Been Amended by Surviving Claim Number	1032				\$157,172.85	\$157,172.85
CA- COUNTY OF ORANGE TREASURER TAX COLLECTOR RATNA P BUTANI PO BOX 4515 SANTA ANA , CA 92702- 4515	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/21/2017	69			\$15,178.66		\$15,178.66	Claim Has Been Amended by Surviving Claim Number	1040	\$13,274.34				\$13,274.34
CA- LOS ANGELES COUNTY TREASURER AND TAX COLLECTOR PO BOX 54110 LOS ANGELES , CA 90054-0110	BCBG MAX AZRIA GROUP, LLC	3/2/2017	3	\$4,702.59		\$105,634.84	\$105,634.84	\$110,337.43	Claim Has Been Amended by Surviving Claim Number	1026		\$4,915.20	\$105,741.57	\$105,741.57	\$110,337.43
CA- LOS ANGELES COUNTY TREASURER AND TAX COLLECTOR PO BOX 54110 LOS ANGELES , CA 90054-0110	BCBG MAX AZRIA GROUP, LLC	7/12/2017	1026		\$4,915.20	\$105,741.57	\$105,741.57	\$110,337.43	Claim Has Been Amended by Surviving Claim Number	1034		\$4,915.20		\$105,741.57	\$110,656.77
CEF 2002 AIRCRAFT LLC 83 WOOSTER HEIGHTS RD STE 503 DANBURY , CT 6810	BCBG MAX AZRIA GROUP, LLC	6/5/2017	694				\$11,554,086.54	\$11,554,086.54	Claim Has Been Amended by Surviving Claim Number	1152				\$7,054,086.54	\$7,054,086.54

Ninth Omnibus Objection to Claims Schedule 1

AMENDED CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim No.	Asserted Claim Amount					Basis for Disallowance	Surviving Claim No.	Surviving Claim Amount				
				Secured	Admin	Priority	Unsecured	Total			Admin	Secured	Priority	Unsecured	Total
CLINTON CROSSING PREMIUM OUTLETS RONALD M TUCKER SIMON PROPERTY GROUP INC 225 W WASHINGTON ST INDIANAPOLIS , IN 46204	BCBG MAX AZRIA GROUP, LLC	5/4/2017	346				\$210,048.33	\$210,048.33	Claim Has Been Amended by Surviving Claim Number	1044				\$212,175.33	\$212,175.33
DHL ISC HONG KONG LIMITED 4F EDGE NOS 30 34 KWAI WING RD KWAI CHUNG NEW TERRITORIES	BCBG MAX AZRIA GROUP, LLC	6/5/2017	707				\$6,658.71	\$6,658.71	Claim Has Been Amended by Surviving Claim Number	1071				\$7,098.71	\$7,098.71
FL- BROWARD COUNTY RECORDS TAXES AND TREASURY BANKRUPTCY SECTION 115 S ANDREWS AVE STE A100 FT LAUDERDALE , FL 33301	BCBG MAX AZRIA GROUP, LLC	3/15/2017	40			\$7,883.58		\$7,883.58	Claim Has Been Amended by Surviving Claim Number	1101			\$3,941.79		\$3,941.79
MACERICH SMP LP (SANTA MONICA PLACE) BALLARD SPAHR LLP DUSTIN P BRANCH 2029 CENTURY PARK EAST STE 800 LOS ANGELES , CA 90067-2909	BCBG MAX AZRIA GROUP, LLC	6/9/2017	927				\$12,619.85	\$12,619.85	Claim Has Been Amended by Surviving Claim Number	1140				\$810,216.67	\$810,216.67
NYAM LLC WHITEFORD TAYLOR AND PRESTON LLC CHRISTOPHER M SAMIS 405 N KING ST STE 500 WILMINGTON , DE 19801-3700	BCBG MAX AZRIA GROUP, LLC	6/7/2017	751				\$1,757,203.00	\$1,757,203.00	Claim Has Been Amended by Surviving Claim Number	1070				\$1,754,149.50	\$1,754,149.50

Ninth Omnibus Objection to Claims Schedule 1

AMENDED CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim No.	Asserted Claim Amount					Basis for Disallowance	Surviving Claim No.	Surviving Claim Amount				
				Secured	Admin	Priority	Unsecured	Total			Admin	Secured	Priority	Unsecured	Total
PLAZA LAS AMERICAS INC HOLLAND & KNIGHT LLP JAMES ROLLINS 1180 W PEACHTREE ST STE 1800	BCBG MAX AZRIA GROUP, LLC	6/7/2017	760	\$6,219.33			\$215,641.67	\$221,861.00	Claim Has Been Amended by Surviving Claim Number	1142		\$6,219.33		\$304,486.48	\$310,705.81
PLAZA LAS AMERICAS INC HOLLAND & KNIGHT LLP JAMES ROLLINS 1180 W PEACHTREE ST STE 1800	BCBG MAX AZRIA GROUP, LLC	6/7/2017	764	\$9,335.68			Unliquidated	\$9,335.68	Claim Has Been Amended by Surviving Claim Number	1143		\$38,083.20		\$516,165.87	\$554,249.07
SIMON FINANCING PARTNERSHIP LP NAPA PREMIUM OUTLETS SIMON PROPERTY GROUP RONALD M TUCKER 225 WEST	BCBG MAX AZRIA GROUP, LLC	5/9/2017	396		\$249.16		\$236,296.82	\$236,545.98	Claim Has Been Amended by Surviving Claim Number	1045	\$249.16			\$236,941.82	\$237,190.98
TX- BEXAR COUNTY LINEBARGER GOGGAN BLAIR ET AL 711 NAVARRO ST STE 300 SAN ANTONIO , TX 78299	BCBG MAX AZRIA GROUP, LLC	3/13/2017	35	\$27,872.88				\$27,872.88	Claim Has Been Amended by Surviving Claim Number	970		\$15,012.63			\$15,012.63
TX- CITY OF EL PASO LINEBARGER GOGGAN BLAIR ET AL 711 NAVARRO ST STE 300 SAN ANTONIO , TX 78205	BCBG MAX AZRIA GROUP, LLC	3/13/2017	34	\$37,954.34				\$37,954.34	Claim Has Been Amended by Surviving Claim Number	1033		\$38,769.95			\$38,769.95
TX- LUBBOCK CENTRAL APPRAISAL DISTRICT PERDUE BRANDON FIELDER ET AL LAURA J MONROE PO	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/2/2017	1	\$5,208.40				\$5,208.40	Claim Has Been Amended by Surviving Claim Number	1150		\$3,087.40			\$3,087.40
TX- TAXING DISTRICTS COLLECTED BY POTTER COUNTY PERDUE BRANDON FIELDER ET AL PO BOX 9132 AMARILLO , TX 79105-	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/22/2017	86	\$3,624.05				\$3,624.05	Claim Has Been Amended by Surviving Claim Number	186		\$3,795.87			\$3,795.87