

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

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: **Chapter 11**
: **Case No. 17-10466 (SCC)**
: **Jointly Administered**
: **Debtors.**
: **Debtor.**
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**ORDER GRANTING PLAN ADMINISTRATOR’S FIFTH 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 withdrawn without prejudice as to Proof of Claim number 261 filed by Bloomfield Holdings, LLC. *See Notice of Withdrawal* [Docket No. 773] filed by the Plan Administrator on December 18, 2017.
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

SCHEDULE 1

Amended Claims

Schedule 1

FIFTH OMNIBUS OBJECTION - AMENDED CLAIMS

Name of Claimant	Date Claim Filed	Debtor	Claim Number	Asserted Claim Amount			Basis for Disallowance	Surviving Claim Number	Surviving Claim Amount		
				Admin	Unsecured	Total			Admin	Unsecured	Total
411 MASTER MIND LLC PO BOX 234112 GREAT NECK, NY 11023	4/10/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	194	\$ -	\$ 41,681.69	\$ 41,681.69	Claim has been amended by Surviving Claim	863	\$ -	\$ 251,147.38	\$ 251,147.38
AMERICANA AT BRAND LLC 101 THE GROVE DR LOS ANGELES, CA 90036	6/5/2017	BCBG MAX AZRIA GROUP, LLC	692	-	54,617.07	54,617.07	Claim has been amended by Surviving Claim	1117	-	806,198.55	\$ 806,198.55
ARETEX SPA VIA SETTOLA ZI SPEDALINOAGLIANA PT51031 ITALY	3/13/2017	BCBG MAX AZRIA GROUP, LLC	31	-	1,232.00	1,232.00	Claim has been amended by Surviving Claim	51	-	29,436.00	\$ 29,436.00
ATLANTIC CITY ASSOCIATES NUMBER TWO S1 LLC LEIGH BOYER 3200 NORTHLINE AVE STE 360 GREENSBORO, NC 27408	6/7/2017	BCBG MAX AZRIA GROUP, LLC	789	-	48,874.71	48,874.71	Claim has been amended by Surviving Claim	793	-	48,305.77	\$ 48,305.77
BLOOMFIELD HOLDINGS LLC KEVIN M NEWMAN 308 MALTBIE ST STE 200 SYRACUSE, NY 13204-1439	4/20/2017	BCBG MAX AZRIA GROUP, LLC	260	-	20,367.13	20,367.13	Claim has been amended by Surviving Claim	261	-	151,200.00	\$ 151,200.00
CHERRY HILL CENTER LLC JEFFREY KURTZMAN 401 S 2ND ST STE 200 PHILADELPHIA, PA 19147	5/5/2017	BCBG MAX AZRIA GROUP, LLC	375	4,270.03	2,102.05	6,372.08	Claim has been amended by Surviving Claim	1120	2,885.10	463,258.55	\$ 466,143.65

Schedule 1

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Name of Claimant	Date Claim Filed	Debtor	Claim Number	Asserted Claim Amount			Basis for Disallowance	Surviving Claim Number	Surviving Claim Amount		
				Admin	Unsecured	Total			Admin	Unsecured	Total
DOLPHIN MALL ASSOCIATES LLC 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/7/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	779	0.60	-	0.60	Claim has been amended by Surviving Claim	1126	1,315.15	-	\$ 1,315.15
DOLPHIN MALL ASSOCIATES LLC 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/7/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	780	-	36,821.39	36,821.39	Claim has been amended by Surviving Claim	1125	-	592,245.76	\$ 592,245.76
FASHION OUTLETS OF CHICAGO LLC BALLARD SPAHR LLP 2029 CENTURY PARK EAST STE 800 LOS ANGELES, CA 90067-2909	6/9/2017	BCBG MAX AZRIA GROUP, LLC	942	-	2,750.00	2,750.00	Claim has been amended by Surviving Claim	1141	-	294,348.56	\$ 294,348.56
GALO PROPERTIES INC 747 THIRD AVE NEW YORK, NY 10017	5/25/2017	BCBG MAX AZRIA GROUP, LLC	602	-	2,215,090.48	2,215,090.48	Claim has been amended by Surviving Claim	997	-	1,841,991.45	\$ 1,841,991.45
NYAM LLC CHRISTOPHER M SAMIS 405 N KING ST STE 500 WILMINGTON DE 19801-3700	6/7/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	751		1,757,203.00	1,757,203.00	Claim has been amended by Surviving Claim	1070	-	1,754,149.50	\$ 1,754,149.50
SCOTTSDALE FASHION SQUARE LLC BALLARD SPAHR LLP 2029 CENTURY PK EAST STE 800 LOS ANGELES, CA 90067	6/9/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	928	41,037.47	4,000.00	45,037.47	Claim has been amended by Surviving Claim	1137	3,928.41	630,197.05	\$ 634,125.46
SCOTTSDALE FASHION SQUARE LLC BALLARD SPAHR LLP 2029 CENTURY PK EAST STE 800 LOS ANGELES, CA 90067	9/20/2017	BCBG MAX AZRIA GROUP, LLC	1135	3,928.41	630,197.05	634,125.46	Duplicate Claim	1137	3,928.41	630,197.05	\$ 634,125.46

Schedule 1

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Name of Claimant	Date Claim Filed	Debtor	Claim Number	Asserted Claim Amount			Basis for Disallowance	Surviving Claim Number	Surviving Claim Amount		
				Admin	Unsecured	Total			Admin	Unsecured	Total
SCOTTSDALE FASHION SQUARE LLC BALLARD SPAHR LLP 2029 CENTURY PK EAST STE 800 LOS ANGELES, CA 90067	9/20/2017	BCBG MAX AZRIA GROUP, LLC	1136	3,928.41	630,197.05	634,125.46	Duplicate Claim	1137	3,928.41	630,197.05	\$ 634,125.46
SHORT HILLS ASSOCIATES LLC 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/7/2017	BCBG MAX AZRIA GROUP, LLC	771	3,858.13	-	3,858.13	Claim has been amended by Surviving Claim	1122	59,951.00	-	\$ 59,951.00
SHORT HILLS ASSOCIATES LLC 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/7/2017	BCBG MAX AZRIA GROUP, LLC	772	-	80,247.18	80,247.18	Claim has been amended by Surviving Claim	1121	-	900,238.16	\$ 900,238.16
SILVEREED (HONG KONG) LIMITED KRAMER LEVIN NAFTALIS AND FRANKEL LLP ROBERT T SCHMIDT 1177 AVENUE OF THE AMERICAS NEW YORK NY 10036	8/30/2017	BCBG MAX AZRIA GROUP, LLC	1106	430,070.15	-	430,070.15	Claim has been amended by Surviving Claim	1145	447,171.51	-	\$ 447,171.51
SILVEREED (HONG KONG) LIMITED KRAMER LEVIN NAFTALIS AND FRANKEL LLP ROBERT T SCHMIDT 1177 AVENUE OF THE AMERICAS NEW YORK NY 10036	8/30/2017	BCBG MAX AZRIA GROUP, LLC	1107	430,070.15	-	430,070.15	Claim has been amended by Surviving Claim	1146	447,171.51	-	\$ 447,171.51
SILVEREED (HONG KONG) LIMITED KRAMER LEVIN NAFTALIS AND FRANKEL LLP ROBERT T SCHMIDT 1177 AVENUE OF THE AMERICAS NEW YORK NY 10036	8/30/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	1108	430,070.15	-	430,070.15	Claim has been amended by Surviving Claim	1147	447,171.51	-	\$ 447,171.51

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Name of Claimant	Date Claim Filed	Debtor	Claim Number	Asserted Claim Amount			Basis for Proposed Disallowance	Surviving Claim Number	Surviving Claim Amount		
				Admin	Unsecured	Total			Admin	Unsecured	Total
SILVEREED (HONG KONG) LIMITED KRAMER LEVIN NAFTALIS AND FRANKEL LLP ROBERT T SCHMIDT 1177 AVENUE OF THE AMERICAS NEW YORK NY 10036	8/30/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	1109	430,070.15	-	430,070.15	Claim has been amended by Surviving Claim	1148	447,171.51	-	\$ 447,171.51
TAUBMAN AUBURN HILLS ASSOCIATES LP 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/7/2017	BCBG MAX AZRIA GROUP, LLC	773	582.57		582.57	Claim has been amended by Surviving Claim	1131	1,706.26	-	\$ 1,706.26
TAUBMAN AUBURN HILLS ASSOCIATES LP 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/7/2017	BCBG MAX AZRIA INTERMEDIATE HOLDINGS, LLC	774	-	39,721.25	39,721.25	Claim has been amended by Surviving Claim	1129	-	262,544.39	\$ 262,544.39
TAUBMAN CHERRY CREEK SHOPPING CENTER LLC ANDREW S CONWAY 200 E LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/15/2017	MLA MULTIBRAND HOLDINGS, LLC	977	2,194.26	-	2,194.26	Claim has been amended by Surviving Claim	1124	3,657.10	-	\$ 3,657.10
TAUBMAN CHERRY CREEK SHOPPING CENTER LLC ANDREW S CONWAY 200 E LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/15/2017	MAX RAVE, LLC	978	-	48,830.00	48,830.00	Claim has been amended by Surviving Claim	1123	-	634,926.59	\$ 634,926.59
TRG IMP LLC 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/7/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	777	0.00	-	0.00	Claim has been amended by Surviving Claim	1128	47,063.07	-	\$ 47,063.07
TRG IMP LLC 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS, MI 48304	6/7/2017	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	778	\$ -	17,743.64	17,743.64	Claim has been amended by Surviving Claim	1127	\$ -	848,865.90	\$ 848,865.90