

Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq.
Maria A. Bove, Esq.
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 34th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

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		

**NOTICE OF HEARING ON PLAN ADMINISTRATOR’S TWELFTH OMNIBUS
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN CLAIMS TO BE RECLASSIFIED**

PLEASE TAKE NOTICE that on February 27, 2018, David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of Runway Liquidation 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”), has filed the *Plan Administrator’s Twelfth Omnibus (Non-Substantive) Objection to Certain Claims to be Reclassified* (the “Objection”). A hearing on the Objection will be held before the Honorable Shelley C. Chapman of the United States Bankruptcy Court for the Southern District of New

¹ 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).

York (the “Court”), in Room 623, One Bowling Green, New York, New York 10004-1408 on **March 29, 2018 at 10:00 a.m. (prevailing Eastern Time)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that any responses to the Objection (each, a “Response”) must be made in writing; shall conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of the Bankruptcy Court (the “Local Rules”), and the omnibus claim objection procedures approved by the Bankruptcy Court in the *Order (I) Approving (A) Omnibus Claims Objection Procedures and (B) Omnibus Claims Satisfaction Procedures and (II) Authorizing the Plan Administrator to File Substantive Omnibus Objections to Claims Pursuant to Bankruptcy Rule 3007(c) and (d)* [Docket No. 710] (the “Objection Procedures”); shall be filed with the Bankruptcy Court with a hard copy delivered to Chambers, and served so as to be actually received on the day that is twenty (20) calendar days from the date the Objection is served (the “Response Date”) by the following parties:

- (a) Plan Administrator: David MacGreevey, c/o Zolfo Cooper, LLC, 1114 Avenue of the Americas, 41st Floor, New York, New York 10036;
- (b) Counsel to the Plan Administrator: (i) Pachulski Stang Ziehl & Jones, LLP, 780 Third Avenue, 34th Floor, New York, New York 10017, Attn: Robert J. Feinstein and (ii) Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Blvd., 13th Floor, Los Angeles, California 90067, Attn: Jason S. Pomerantz;
- (c) United States Trustee: Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Brian Masumoto; and
- (d) all parties that have filed a request to receive service of court filings pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that if no Responses are timely filed and served with respect to the Objection, the Plan Administrator shall, on or after the Response Date, submit

to the Court an order substantially in the form annexed as **Exhibit A** to the Objection, which order the Court may enter without further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that the Hearing may be continued or adjourned thereafter from time to time without further notice other than an announcement of the adjourned date or dates in open court at the Hearing.

PLEASE TAKE FURTHER NOTICE that copies of the Objection and Objection Procedures may be obtained free of charge by visiting the website of Donlin Recano at <https://www.donlinrecano.com/bcbg>. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.nysb.uscourts.gov> in accordance with the procedures and fees set forth therein.

Dated: February 27, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Maria A. Bove

Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq.
Maria A. Bove, Esq.
780 Third Avenue, 34th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

Counsel to the Plan Administrator

Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq.
Maria A. Bove, Esq.
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 34th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

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		

**PLAN ADMINISTRATOR’S TWELFTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN CLAIMS TO BE RECLASSIFIED**

THIS OBJECTION SEEKS TO MODIFY CERTAIN FILED PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 TO EXHIBIT A ATTACHED TO THIS OBJECTION.

David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”) acting on behalf of Runway Liquidation 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”), files this omnibus (non-substantive) objection (the “Objection”) to certain

¹ 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).

claims identified on **Schedule 1** to **Exhibit A** attached hereto (collectively, the “Disputed Claims”) and seeks entry of an order (the “Proposed Order”), substantially in the form annexed hereto as **Exhibit A**, reclassifying the claims listed on **Schedule 1** pursuant to section 502(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the objection procedures (the “Objection Procedures”) approved pursuant to the *Order (I) Approving (A) Omnibus Claims Objection Procedures and (B) Omnibus Claims Satisfaction Procedures and (II) Authorizing the Plan Administrator to File Substantive Omnibus Objections to Claims Pursuant to Bankruptcy Rule 3007(c) and (d)* [Docket No. 710] (the “Objection Procedures Order”). In support of this Objection, the Plan Administrator submits the Declaration of John R. Boken (the “Boken Declaration”), attached hereto as **Exhibit B**. In further support of this Objection, the Plan Administrator respectfully states as follows:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated December 1, 2016. The Plan Administrator confirms his consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by the Court in connection with this Objection to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 105(a) and 502 of the Bankruptcy Code, Bankruptcy Rule 3007, Rule 9013-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Bankruptcy Rules”), and the Objection Procedures Order.

Background

4. On February 28, 2017 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. On July 26, 2017, the Court entered its *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* [Docket No. 591] confirming the chapter 11 plan annexed thereto (the “Plan”).

6. On July 31, 2017, the Effective Date of the Plan occurred. *See Notice of (I) Entry of 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 and (II) Occurrence of Effective Date* [Docket No. 601]. Pursuant to the Plan, the Plan Administrator was appointed on the Effective Date “to implement the Plan and to make distributions thereunder and wind down the businesses and affairs of the Debtors and Post-Effective Date Debtors.” Plan at Article IV.E. This includes the authority “to File, withdraw, or litigate to judgment objections to Claims or Interests.” *Id.* at Article VII.B.

7. On September 28, 2017, the Court entered the Objection Procedures Order.

Relief Requested

8. By this Objection, the Plan Administrator seeks entry of the Proposed Order pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and the Objection Procedures reclassifying the priority of the Disputed Claims identified on **Schedule 1** attached to the Proposed Order because such claims either failed to provide sufficient documentation to support the asserted priority, asserted a priority that is not reflected in the Debtors' books and records, or asserted a priority that is not supported under the Bankruptcy Code.

The Claims Reconciliation Process

9. On April 13, 2017, each of the Debtors filed their respective schedules of assets and liabilities (as amended from time to time, the "Schedules") pursuant to Bankruptcy Rule 1007 and the *Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, Statements of Financial Affairs, and Rule 2015.3 Financial Reports* [Docket No. 76].

10. On April 26, 2017, the Court entered an order [Docket No. 348] establishing certain dates and deadlines for filing proofs of claim (each, a "Proof of Claim" and collectively, "Proofs of Claim") in these chapter 11 cases. Specifically, among other things, the Court established June 9, 2017, at 5:00 p.m. prevailing Eastern Time (the "Claims Bar Date") as the deadline for all persons and entities, other than governmental units, asserting a Claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose on or prior to the Petition Date, including claims pursuant to section 503(b)(9) of the Bankruptcy Code, to file written proof of such claim; and August 28, 2017, at 5:00 p.m. prevailing Eastern Time (the

“Governmental Claims Bar Date”), as the last date and time for each such governmental unit to file Proofs of Claim against any Debtor. To date, over 1,150 Proofs of Claim have been filed against the Debtors in the aggregate approximate amount of \$630 million.

Objection

11. Pursuant to section 502(a) of the Bankruptcy Code, a filed proof of claim is deemed allowed unless a party in interest objects thereto.² Following a thorough review of the Proofs of Claim filed by the applicable Bar Date, the Plan Administrator has determined that the Disputed Claims should be reclassified for the reasons described below. To ease the administrative burden on this Court and the Post-Effective Date Debtors during the claims reconciliation process, the Plan Administrator submits this Objection in an omnibus fashion, in accordance with the Bankruptcy Rules and the Objection Procedures. If the Disputed Claims are not reclassified, the potential exists for the relevant claimants to receive an unwarranted recovery against the Post-Effective Date Debtors, to the detriment of other similarly-situated creditors. Accordingly, the Plan Administrator seeks the entry of the Proposed Order, attached hereto as **Exhibit A**.

Claims to be Reclassified

12. As set forth in more detail on **Schedule 1** to the Proposed Order, the Plan Administrator objects to the Disputed Claims because the Plan Administrator has determined that each Disputed Claim failed to provide sufficient documentation to support the asserted priority, asserted a priority that is not reflected on the Debtors’ books and records, or asserted a priority that is not supported under the Bankruptcy Code. Failure to reclassify the Disputed Claims could result in the relevant claimant receiving an unwarranted recovery against the Debtors. Accordingly, the Pan Administrator respectfully requests entry of an order reclassifying each

² See 11 U.S.C. § 502(a).

Disputed Claim as a Claim with the priority identified in the column labeled “Modified Class” on Schedule 1 to the Proposed Order.

Compliance with the Objection Procedures and the Bankruptcy Rules

13. The Plan Administrator respectfully states that the content of this Objection is in compliance with the Bankruptcy Rules and the Objection Procedures for the following reasons:

- a. This Objection conspicuously states on the first page the following (emphasis original): “**THIS OBJECTION SEEKS TO MODIFY CERTAIN FILED PROOFS OF CLAIM. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON SCHEDULE 1 TO EXHIBIT A ATTACHED TO THIS OBJECTION.**”³
- b. This Objection states the title and identity of the objecting party (the Plan Administrator) and states the grounds for the Objection;⁴
- c. Pursuant to the Bankruptcy Rules and the Objection Procedures, the Plan Administrator is authorized to file this Objection on the grounds that the Disputed Claims: (i) are inconsistent with the Debtors’ books and records; (ii) fail to specify the asserted Claim amount (or only list the Claim amount as “unliquidated”); (iii) fail to sufficiently specify the basis for the Claim or provide sufficient supporting documentation in support of such Claim; (iv) seek recovery of amounts for which the Debtors are not liable; (v) are satisfied by payment in full on account of such Claim from a party that is not a Debtor or Post-Effective Date Debtor; (vi) are to be satisfied by one or more of the Debtors’ insurers; (vii) are incorrectly or improperly classified; (viii) have been formally withdrawn by the claimant through the filing of a pleading or through the entry of a Court order indicating withdrawal of the Claim; (ix) are filed against non-Debtors or are filed against multiple Debtors; or (x) are disallowed pursuant to section 502 of the Bankruptcy Code.”⁵
- d. Each schedule to the Proposed Order includes only the claims to which there is a common basis for the Objection;⁶ and

³ See Fed. R. Bankr. P. 3007(e)(1).

⁴ See Fed. R. Bankr. P. 3007(e)(4).

⁵ See Fed. R. Bankr. P. 3007(d)(1)-(6); Objection Procedures ¶¶ 1(a)-(j).

⁶ See Fed. R. Bankr. P. 3007(e)(2).

e. Claimants subject to this Objection are listed in alphabetical order by claimant name.⁷

14. The Plan Administrator further respectfully states that notice and service

of this Objection will be in compliance with the Bankruptcy Rules for the following reasons:

- a. The Objection will be filed with the Court and served upon (i) the affected claimant party set forth on each Proof of Claim subject to this Objection or its attorney of record, (ii) the U.S. Trustee, and (iii) parties that have filed a request for service of papers under Bankruptcy Rule 2002;⁸
- b. With respect to service on claimants affected by this Objection, the Plan Administrator will also serve each such claimant with a customized objection notice tailored, as appropriate, to address the particular creditor, claim, and objection;⁹ and
- c. This Objection will be set for hearing at least 30 days after the filing of this Objection.¹⁰

Reservation of Rights

15. This Objection is limited to the grounds stated herein. Accordingly, it is without prejudice to the rights of the Plan Administrator or any other party in interest to object to any of the Disputed Claims (to the extent not disallowed and expunged pursuant to this Objection) on any grounds whatsoever, and the Plan Administrator expressly reserves all further substantive or procedural objections he may have.

⁷ See Objection Procedures ¶ 4; Fed. R. Bankr. P. 3007(e)(2).

⁸ See Fed. R. Bankr. P. 2002, 3007(a).

⁹ See Objection Procedures ¶ 5; Fed. R. Bankr. P. 3007(e).

¹⁰ See Fed. R. Bankr. P. 3007(a).

Notice

16. The Plan Administrator has provided notice of this Objection to: (a) the affected claimant party set forth on the Proof of Claim and their respective attorney of record, if any; (b) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Brian Masumoto; and (c) all parties that have filed a request to receive service of court filings pursuant to Bankruptcy Rule 2002.

WHEREFORE, for the reasons stated in the Objection, the Plan Administrator respectfully requests that the Court sustain the Objection and grant such other relief as the Court deems just and proper.

Dated: February 27, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Maria A. Bove

Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq.
Maria A. Bove, Esq.
780 Third Avenue, 34th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

Counsel to the Plan Administrator

EXHIBIT A

Proposed Order

Robert J. Feinstein, Esq.
 Bradford J. Sandler, Esq.
 Maria A. Bove, Esq.
 PACHULSKI STANG ZIEHL & JONES LLP
 780 Third Avenue, 34th Floor
 New York, New York 10017
 Telephone: (212) 561-7700
 Facsimile: (212) 561-7777

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		

**ORDER GRANTING PLAN ADMINISTRATOR’S TWELFTH OMNIBUS
 (NON-SUBSTANTIVE) OBJECTION TO CERTAIN CLAIMS TO BE RECLASSIFIED**

Upon the objection (the “Objection”)² of the Plan Administrator for entry of an order (this “Order”) reclassifying the claims identified on **Schedule 1** (collectively, the “Disputed 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

¹ 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 terms used but not otherwise defined herein shall have the meanings ascribed to them in the Objection.

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. Each Disputed Claim identified on **Schedule 1** attached hereto is hereby reclassified as to priority as identified in the column entitled "Modified Class" on **Schedule 1** attached hereto.
3. Donlin Recano, the Debtors' noticing and claims agent, is authorized to update the Claims Register to reflect the relief granted in this Order.
4. 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.
5. 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.

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

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

8. 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

Claims to be Reclassified

Schedule 1

TWELFTH OMNIBUS OBJECTION - RECLASSIFY
THE BASIS FOR PROPOSED DISALLOWANCE IS FURTHER DISCUSSED IN PARAGRAPH 13 OF THE OBJECTION

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount						Modified Class						Basis for Proposed Reclassification
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total	Secured	Administrative	503(b)(9)	Priority	Unsecured	Modified Total	
HAUL AWAY RUBBISH SVC CO DAVID M BELIAKOFF 1205 DATE ST MONTEBELLO , CA 90640-6394	BCBG MAX AZRIA GROUP, LLC	6/5/2017	709			\$1,373.28		\$3,802.52	\$5,175.80			\$0.00		\$5,175.80	\$5,175.80	Portion filed as section 503(b)(9) claim should be unsecured.
PLAZA INTERNACIONAL PUERTO RICO LLC THE TAUBMAN COMPANY LLC 200 EAST LONG LAKE RD STE 300 BLOOMFIELD HILLS MI 48303	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	9/13/2017	275	\$ -	\$713.52				\$713.52		\$0.00			\$713.52	\$713.52	Filed as administrative claim. Should be unsecured.
REPUBLIC SVCS OF FLORIDA LP SUSAN L BROWN 751 NW 31ST AVE LAUDERHILL , FL 33311	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/6/2017	730			\$600.28		\$345.21	\$945.49			\$0.00		\$954.49	\$954.49	Portion filed as section 503(b)(9) claim should be unsecured.
TYSONS GALLERIA LLC GGP LIMITED PARTNERSHIP 110 N WACKER DR CHICAGO IL 60606	BCBG MAX AZRIA GROUP, LLC	8/16/2017	1075	\$ -	\$427,159.25	\$0.00	\$0.00		\$427,159.25		\$0.00			\$427,159.25	\$427,159.25	Filed as administrative claim. Should be unsecured.

Robert J. Feinstein, Esq.
Bradford J. Sandler, Esq.
Maria A. Bove, Esq.
PACHULSKI STANG ZIEHL & JONES LLP
780 Third Avenue, 34th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

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		

**DECLARATION OF JOHN R. BOKEN IN SUPPORT OF PLAN
ADMINISTRATOR’S TWELFTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN CLAIMS TO BE RECLASSIFIED**

I, John R. Boken, declare under penalty of perjury as follows, pursuant to the provisions of 28 U.S.C. § 1746:

1. I am a Senior Managing Director in the firm of Zolfo Cooper, LLC a New Jersey limited liability company (“Zolfo Cooper”). Zolfo Cooper and its subsidiaries, affiliates, agents, and independent contractors were retained by the Official Committee of Unsecured Creditors as financial advisors in connection with the Debtors’ chapter 11 cases. On July 31, 2017, the Effective Date of the Plan, David MacGreevey of Zolfo Cooper was appointed as the Plan

¹ 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).

Administrator. In order to facilitate the responsibilities of the Plan Administrator, Mr. MacGreevey assumed the position of Chief Executive Officer, and I was appointed the Chief Financial Officer, of the Post-Effective Date Debtors.

2. As part of my current position in assisting with the Plan Administrator's responsibilities under the Plan, I am responsible for certain claims management and reconciliation matters. I am generally familiar with the Post-Effective Date Debtors' day-to-day operations, cash resources, other assets, business affairs, and books and records that reflect, among other things, the Debtors' liabilities and the amount thereof owed to their creditors as of the Petition Date.

3. I have read the *Twelfth Omnibus (Non-Substantive) Objection to Certain Claims to be Reclassified* (the "Objection")² and am directly, or by and through the Plan Administrators' advisors and former personnel of the Post-Effective Date Debtors who are available to support the Plan Administrator and the Post-Effective Date Debtors through the terms of the Transition Services Agreement (the "Transitioned Personnel") familiar with the information contained therein and the exhibits attached thereto.

4. I am authorized to submit this declaration (the "Declaration") in support of the Objection. All matters set forth in this Declaration are based on: (a) my personal knowledge; (b) my review of relevant documents; (c) my view, based on my knowledge of the Post-Effective Date Debtors' and Debtors' operations, books and records, and the Transitioned Personnel; (d) information supplied to me by the Post-Effective Date Debtors and by others at the Post-Effective Date Debtors' request; or (e) as to matters involving United States bankruptcy law or rules or other applicable laws, my reliance upon the advice of counsel or other advisors to the

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

Plan Administrator. If called upon to testify, I could and would testify competently to the facts set forth herein.

5. To the best of my knowledge, information and belief, insofar as I have been able to ascertain after reasonable inquiry, considerable time and resources have been expended to ensure a high level of diligence in reviewing and reconciling the Proofs of Claim filed against the Debtors in these chapter 11 cases.

6. Upon a thorough review of the Proofs of Claim filed in these chapter 11 cases and supporting documentation thereto, I have determined that each of the Claims to be reclassified listed on **Schedule 1** failed to provide sufficient documentation to support the priority of the claim, asserted a priority that is not reflected on the Debtors' books and records, or asserted a priority that is not supported under the Bankruptcy Code. Failure to modify the Disputed Claims could result in the relevant claimant receiving an unwarranted recovery against the Debtors. Accordingly, I respectfully request entry of an order reclassifying each Disputed Claim as a Claim with the priority identified in the column labeled "Modified Class" on **Schedule 1** to the Proposed Order.

7. Failure to modify, as applicable, the Disputed Claims could result in the relevant claimant receiving an unwarranted recovery against the Debtors, to the detriment of other creditors. Accordingly, I believe that the Court should grant the relief requested in the Objection.

[Remainder of page intentionally left blank]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on FEBRUARY 26, 2018 at Los Angeles, California.



John R. Boken