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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 TWELFTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN CLAIMS TO BE RECLASSIFIED**

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 February 27, 2018, counsel to David MacGreevey, in his capacity as the Plan Administrator, filed the *Plan Administrator’s Twelfth 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 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).

Certain Claims to be Reclassified [Docket No. 847] (the “Twelfth 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, she has reviewed the docket in this case and no answer, objection, or other response to the Twelfth Omnibus Objection appears thereon. Undersigned counsel further certifies that, as of the date hereof, no answer, objection, or other response to the Twelfth Omnibus Objection has been received.

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: March 26, 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
	:	
-----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”) disallowing and expunging the claims identified on **Schedule 1** (collectively, the “Disputed 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

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² Capitalized term 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 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 and modified in amount as identified in the columns entitled “Modified Amount” 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

TWELFTH OMNIBUS OBJECTION - RECLASSIFY

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount						Modified Amount					Basis for 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.