

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

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>RUNWAY LIQUIDATION HOLDINGS, LLC, et al.,<sup>1</sup></b>	:	<b>Case No. 17-10466 (SCC)</b>
	:	
<b>Debtors.</b>	:	<b>Jointly Administered</b>
	:	
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**ORDER GRANTING PLAN ADMINISTRATOR’S THIRTEENTH OMNIBUS  
(NON-SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY CLAIMS**

Upon the objection (the “Objection”)<sup>2</sup> 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 “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 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

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<sup>1</sup> 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).

<sup>2</sup> 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 No Liability Claims identified on **Schedule 1** attached hereto are disallowed and expunged in their entirety.
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: March 29, 2018  
New York, New York

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

**Schedule 1**

**THIRTEENTH OMNIBUS OBJECTION - NO LIABILITY CLAIMS - BOOKS AND RECORDS**

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount						Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total	
CENTRAL APPRAISAL DISTRICT OF TAYLOR COU PO BOX 1800 1534 STREDAWAY ABILENE TX 79604	BCBG MAX AZRIA GROUP, LLC	6/9/2017	50031	\$ -	\$ -	\$ -	\$ -	\$ 1,377.47	\$ 1,377.47	No Record of Claim Existence in Debtors' Books and Records
FL- COLLIER COUNTY TAX COLLECTOR LARRY RAY 3291 E TAMIAMI TRL NAPLES , FL 34112	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/13/2017	154	\$ 3,279.00				\$ -	\$ 3,279.00	No Record of Claim Existence in Debtors' Books and Records
FL- INDIAN RIVER COUNTY TAX COLLECTOR KIM A SINOTTE PO BOX 1509 VERO BEACH FL 32961-1509	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/10/2017	210	\$ 1,515.70	\$ -	\$ -	\$ -	\$ -	\$ 1,515.70	No Record of Claim Existence in Debtors' Books and Records
FL- ORANGE COUNTY TAX COLLECTOR SCOTT RANDOLPH PO BOX 545100 ORLANDO FL 32854	BCBG MAX AZRIA GROUP, LLC	8/1/2017	1049	\$ 2,084.30	\$ -	\$ -	\$ -	\$ -	\$ 2,084.30	No Record of Claim Existence in Debtors' Books and Records
IN- MARION COUNTY TREASURER PO BOX 6145 INDIANAPOLIS IN 46206-6145	BCBG MAX AZRIA GROUP, LLC	6/7/2017	750	\$ -	\$ -	\$ -	\$ 2,998.56	\$ 5.09	\$ 3,003.65	No Record of Claim Existence in Debtors' Books and Records

**Schedule 1**

**THIRTEENTH OMNIBUS OBJECTION - NO LIABILITY CLAIMS - BOOKS AND RECORDS**

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount						Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total	
MS- DEPT OF REVENUE BANKRUPTCY SECTION POST OFFICE BOX 22808 JACKSON MS 39225-2808	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/2/2017	324	\$ -	\$ -	\$ -	\$ 525.00	\$ -	\$ 525.00	No Record of Claim Existence in Debtors' Books and Records
RON WRIGHT TAX ASSESSOR-COLLEC PO BOX 961018 FORT WORTH TX 76161-0018	BCBG MAX AZRIA GROUP, LLC	6/9/2017	50201	\$ -	\$ -	\$ -	\$ -	\$ 17,083.65	\$ 17,083.65	No Record of Claim Existence in Debtors' Books and Records
TOWN OF BRAINTREE PO BOX 859209 BRAINTREE MA 02185-9209	BCBG MAX AZRIA GROUP, LLC	6/9/2017	50229	\$ -	\$ -	\$ -	\$ -	\$ 10.72	\$ 10.72	No Record of Claim Existence in Debtors' Books and Records
TX- ALIEF ISD PERDUE BRANDON FIELDER COLLINS AND MOTT CARL O SANDIN 1235 N LOOP WEST STE 600 HOUSTON TX 77008	BCBG MAX AZRIA GROUP, LLC	3/22/2017	84	\$ -	\$ -	\$ -	\$ -	\$ 1,606.23	\$ 1,606.23	No Record of Claim Existence in Debtors' Books and Records
TX- SAN MARCOS CISD LINEBARGER GOGGAN BLAIR AND SAMPSON DIANE W SANDERS PO BOX 17428 AUSTIN TX 78760	BCBG MAX AZRIA GROUP, LLC	3/22/2017	87	\$ 10,660.59	\$ -	\$ -	\$ -	\$ -	\$ 10,660.59	No Record of Claim Existence in Debtors' Books and Records

**Schedule 1**

*THIRTEENTH OMNIBUS OBJECTION - NO LIABILITY CLAIMS - BOOKS AND RECORDS*

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount						Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total	
WA- KING COUNTY TREASURY OPERATIONS LINDA NELSEN 500 4TH AVE # 600 SEATTLE WA 98104	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/12/2017	433	\$ 9,285.97	\$ -	\$ -	\$ -	\$ -	\$ 9,285.97	No Record of Claim Existence in Debtors' Books and Records