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Counsel to the Plan Administrator

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

)	
In re:)	Chapter 11
)	
RUNWAY LIQUIDATION HOLDINGS, LLC, <i>et al.</i> , ¹)	Case No. 17-10466 (SCC)
)	
Debtors.)	(Jointly Administered)
)	

NOTICE OF PRESENTMENT OF PLAN ADMINISTRATOR’S MOTION FOR THE ENTRY OF AN ORDER APPROVING AND AUTHORIZING THE DESTRUCTION, ABANDONMENT, OR OTHER DISPOSAL OF CERTAIN REMAINING RECORDS AND DOCUMENTS IN THE POST-EFFECTIVE DATE DEBTORS’ POSSESSION

PLEASE TAKE NOTICE that on May 11, 2018, David MacGreevey, in his capacity as plan administrator (the “Plan Administrator”), filed the annexed *Plan Administrator’s Motion for the Entry of an Order Approving and Authorizing the Destruction, Abandonment, or Other Disposal of Certain Remaining Records and Documents in the Post-Effective Date Debtors’ Possession* (the “Motion”).²

¹ The Post-Effective Date Debtors in these chapter 11 cases, along with the last four digits of each 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 termed used but not otherwise defined herein shall have the meanings ascribed to such terms in the Stipulated Order.

PLEASE TAKE NOTICE that the Plan Administrator hereby provides notice of presentment of the Motion, which is annexed hereto, as set forth below.

PLEASE TAKE FURTHER NOTICE THAT the Plan Administrator, by and through undersigned counsel, will present the annexed Motion to the Honorable Shelley C. Chapman, United States Bankruptcy Judge, at the United States Bankruptcy Court of the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on May 18, 2018 at 12:00 pm (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that any responses or objections (each, an “Objection”) to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the *Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures and (II) Granting Related Relief* [Docket No. 90] (the “Case Management Order”), shall set forth the basis for the Objection and the specific grounds therefor, and shall be filed with the Court electronically in accordance with General Order M-399 by registered users of the Court’s case filing system (the User’s Manual for the Electronic Case Filing System can be found at <http://www.nysb.uscourts.gov>, the official website for the Court), with a hard copy delivered directly to chambers pursuant to Local Rule 9070-1 and served so as to be actually received no later than **May 18, 2018 at 11:00 a.m. (prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if an Objection is not filed and served by the Objection Deadline in accordance with the preceding paragraph, there will not be a hearing and the Proposed Order annexed as Exhibit C to the Motion may be signed.

PLEASE TAKE FURTHER NOTICE that if an Objection is timely filed and served, the Court will notify the moving and objecting parties of the date and time of the hearing and of

the moving party's obligation to notify all other parties entitled to receive notice. The moving and objecting parties are required to attend the hearing, and failure to attend in person or by counsel may result in relief being granted or denied upon default.

Dated: May 11, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Steven W. Golden

Robert J. Feinstein, Esq.

Bradford J. Sandler, Esq.

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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	:	Case No. 17-10466 (SCC)
HOLDINGS, LLC, et al.,¹	:	
	:	Jointly Administered
Debtors.	:	
-----X		

**PLAN ADMINISTRATOR’S MOTION FOR THE ENTRY OF AN ORDER
APPROVING AND AUTHORIZING THE DESTRUCTION, ABANDONMENT, OR
OTHER DISPOSAL OF CERTAIN REMAINING RECORDS AND DOCUMENTS
IN THE POST-EFFECTIVE DATE DEBTORS’ POSSESSION**

David MacGreevey, as plan administrator (the “Plan Administrator”) appointed pursuant to the terms of the chapter 11 plan confirmed in the above-captioned cases, on behalf of BCBG Max Azria Global Holdings, LLC and its affiliated post-effective date debtors (collectively, the “Post-Effective Date Debtors”), hereby submits this motion (the “Motion”) for an order pursuant to sections 105(a), 363(b), 541, and 554 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Rules 6004 and 6007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) approving and authorizing the Plan Administrator’s

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).

destruction, abandonment, or other disposal of certain remaining documents of the Debtors (collectively, the “Files”) except for certain hard copy and electronic records necessary for the Plan Administrator to carry out his duties and responsibilities under the Plan (defined below) (the “Retained Documents”² and, together with the Files, the “Debtors’ Records”), stored at various locations as described below. In support of the Motion, the Plan Administrator submits the Declaration of John R. Boken (the “Boken Declaration”), attached hereto as Exhibit B. In further support of the Motion, the Plan Administrator respectfully states as follows:

Jurisdiction and Venue

1. This Court has jurisdiction over this proceeding pursuant to the provisions of 28 U.S.C. §§ 1334(a) and (b).
2. Venue is proper pursuant to 28 U.S.C. §§1409(a).
3. This proceeding is a core proceeding as described and defined under and pursuant to the provisions of 28 U.S.C. §§ 157(b) (2) (A) and (M).

Background

4. 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] (the “Confirmation Order”), confirming the chapter 11 plan, as amended (the “Plan”).
5. On July 31, 2017, the Effective Date (as such term is defined in the Plan) occurred [Docket No. 601]. Pursuant to the Plan, the Plan Administrator was appointed on the

² The Retained Documents are any documents which the Plan Administrator considers relevant to performing his role, and will include but are not limited to: (i) accounts payable records to complete the claims reconciliation and claims objection processes; (ii) any documents pertaining to current litigation matters where the estate is a plaintiff or defendant; and (iii) any documents related to potential causes of action that may be initiated by the Plan Administrator at his discretion.

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.

6. Pursuant to the Plan and Confirmation Order, the Debtors sold a majority of their operating assets to GBG USA Inc. (“GBG”). *Confirmation Order* at § L(v).

7. The Debtors’ lease (the “Lease”) of the Corporate Office (as defined below) was assumed and assigned to GBG pursuant to the Plan and Confirmation Order. Pursuant to an agreement with GBG, the Plan Administrator has used the Corporate Office, including to store certain of the Debtors’ Records. The Lease expires on June 30, 2018, by which date both GBG and the Plan Administrator must fully vacate the Corporate Office. There are certain assets owned by the Post-Effective Date Debtors located at the premises (consisting of furniture and equipment), and GBG and the Post-Effective Date Debtors are working under the collective assumption that the Post-Effective Date Debtors will sell, remove, and/or dispose of those assets before the end of the Lease, which also extends to any records stored at the location. There is no formal sub-lease or co-occupancy agreement in place.

8. BCBG Max Azria Canada Inc. (“BCBG Canada”), which was not a debtor in the above-captioned Cases, was party to insolvency proceedings in Canada under the Bankruptcy and Insolvency Act, RSC 1985, c. B-3 under the caption *In the Matter of the Notice of Intention to Make a Proposal of BCBG Max Azria Canada Inc.* before the Superior Court of Quebec (the “Canadian Court”), Case No. 500-11-052159-171. Pursuant to the Confirmation Order and orders of the Canadian Court, the majority of BCBG Canada’s operating assets were also sold to GBG. Subsequently, BCBG Canada was fully liquidated in the Canadian Court insolvency proceedings.

Relief Requested

9. The Debtors' Records are stored at two separate locations:

a. 2761 Fruitland Avenue, Vernon, CA 90058 (the "Corporate Office"). The Corporate Office maintains a large magnitude of hard copy documents and records pertaining to the Debtors' operations, which include, but are not limited to, accounts payable, store and retail accounting, logistics and transport, real estate and leasing, information technology infrastructure, accounting and finance, legal, administration, executive and corporate governance, taxation, and human resources and payroll records. In addition to the hard copy documents, the Debtors maintained a suite of servers located at a data center at the Corporate Office. These electronic documents are backed up on a regular basis and stored at Iron Mountain Storage Facility (as defined below). GBG is in the process of copying the operational information stored on these physical servers in electronic form to a server farm, and the Plan Administrator will subsequently destroy or otherwise dispose of the physical servers.³ In addition, the Corporate Office contains non-Debtor BCBG Canada's books and records, which were recently moved to the Corporate Office from an offsite storage facility. The Plan Administrator has confirmed that the Trustee of non-debtor BCBG Canada does not object to the Plan Administrator's disposal of BCBG Canada's records located at the Corporate Office.

b. Iron Mountain data and records management facility ("Iron Mountain Storage Facility"). The Iron Mountain Storage Facility contains certain of the Debtors' human resources files, receipts, reports, and payroll records. Approximately 95% of the foregoing records were placed into storage before January 1, 2011.

10. By this Motion, the Plan Administrator seeks approval and authority to dispose of the Files located solely at the Corporate Office. The Plan Administrator intends to file a separate motion seeking authority to dispose of Files stored at Iron Mountain Storage.

11. As described on Exhibit A, the Files that the Plan Administrator seeks authority to destroy or otherwise dispose of or abandon consist of records in paper form including, among other things and without limitation, documents and records pertaining to the Debtors' operations, which include, but are not limited to, accounts payable, store and retail accounting, logistics and transport, real estate and leasing, information technology infrastructure, accounting and finance, legal, administration, executive and corporate governance, taxation, and human resources and

³ The Debtors' Records located at the Corporate Office include documents that may have been left in workspaces by former employees that have not been indexed or inspected. For the avoidance of doubt, by this Motion, the Plan Administrator seeks authority to abandon or destroy such records to the extent they are not Retained Documents.

payroll records. Additionally, as set forth on Exhibit A, the Plan Administrator seeks authority to destroy records in its possession relating to non-Debtor BCBG Canada, which has been fully liquidated in its Canadian Court insolvency proceedings. The Plan Administrator has confirmed that the Trustee of non-debtor BCBG Canada has no objection to the destruction of the BCBG Canada records located at the Corporate Office. The Plan Administrator has performed an initial survey of the Files, and estimates that most, if not all, of the Files fall within the categories listed in Exhibit A. By destroying or otherwise disposing of or abandoning the Files described herein, the Plan Administrator will save the Post-Effective Date Debtors the costs related to the continued storage of the Files, which are of no or inconsequential value to the Post-Effective Date Debtors.

12. The Plan Administrator does not believe that it is required by tax, labor, or other non-bankruptcy law to continue to maintain any of the Files that are the subject of this Motion. None of the Files that the Plan Administrator seeks authority to abandon or destroy includes any documents or records that relate to further implementation of the Plan or in any way will impact the chapter 11 cases.

13. The Plan Administrator will destroy, in most instances by shredding, rather than otherwise dispose of or abandon, any Files that can be identified as containing sensitive employee, customer, or other information.

14. The Files sought to be destroyed or otherwise disposed of or abandoned are of no or inconsequential value and constitute an unnecessary and burdensome cost to the Post-Effective Date Debtors. Thus, the Plan Administrator seeks the authority to dispose of the Files as set forth herein.

Basis for Relief

15. The Plan Administrator submits that the destruction or other disposal or abandonment of the Files is governed by sections 554(a) and 363 of the Bankruptcy Code.

Section 554(a) provides, in pertinent part:

After notice and a hearing, the trustee may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate.

11 U.S.C. §554(a). Section 363(b)(1) provides, in pertinent part:

The trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate . . .

11 U.S.C. § 363(b)(1).

16. The destruction or other disposal of the Files also is governed by Bankruptcy Rule 6007 which reads, in pertinent part, as-follows:

Notice of Proposed Abandonment or Disposition; Objections; Hearing. Unless otherwise directed by the court, the trustee or debtor in possession shall give notice of a proposed abandonment or disposition of property to the United States trustee, all creditors, indenture trustees and committees elected pursuant to § 705 or appointed pursuant to § 1102 of the Code. A party in interest may file and serve an objection within 15 days of the mailing of the notice, or within the time fixed by the court. If a timely objection is made, the court shall set a hearing on notice to the United States trustee and to the other entities as the court may direct.

Fed. R. Bankr. P. 6007.

17. Section 554(a) of the Bankruptcy Code “serves the purpose of expeditious and equitable distribution by permitting the trustee to abandon property that consumes the resources and drains the income of the estate.” *In re Pilz Compact Disc, Inc.*, 229 B.R. 630, 635 (Bankr. E.D.Pa. 1999) (citation omitted). The Court need not consider “speculative factors” when making a determination pursuant to section 554.

18. Further, where a debtor seeks to use, sell or lease assets of the estate pursuant to section 363 of the Bankruptcy Code, the debtor's good faith business judgment regarding the proposed transaction should not be disturbed absent a showing that the transaction constitutes an abuse of discretion or is contrary to the interests of the creditors. *See Abbotts Dairies of Pennsylvania, Inc.*, 788 F.2d 143, 149-50 (3d Cir. 1986). The same standard applies to a request to abandon property pursuant to section 554 of the Bankruptcy Code. *See In re Cult Awareness Network, Inc.*, 205 B.R. 575 (Bankr. N.D. Ill. 1997) (court must examine trustee's decision to abandon property to ensure it reflects business judgment made in good faith), *aff'd*, 151 F.3d 605 (7th Cir. 1998).

19. Based on the foregoing, the Plan Administrator should be granted the authority to destroy or otherwise dispose of or abandon the Files.⁴

Notice

20. Notice of this Motion has been given to the following parties or their counsel, if known: (i) the Office of the United States Trustee (ii) parties requesting notice under Bankruptcy Rule 2002; and (iii) any Affected Entity (as each is defined in the *Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures and (II) Granting Related Relief* [Docket No. 90]). The Plan Administrator submits that, in light of the nature of the relief requested, no other or further notice need be given.

⁴ The Plan Administrator reserves the right by subsequent Motion to seek authority to destroy or otherwise dispose of or abandon records in addition to those covered by this Motion.

No Prior Request

21. Except as otherwise set forth in the Motion, no prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Plan Administrator respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit C, authorizing the Plan Administrator to destroy, abandon, or otherwise dispose of the Files and for such other and further relief as the Court deems just and proper.

Dated: May 11, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Steven W. Golden
Robert J. Feinstein, Esq.
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Counsel to the Plan Administrator

Exhibit A

Files Located in the Corporate Office

- Store and Retail Accounting Records
- Logistics and Transport Records
- Real Estate and Leasing Records
- Information Technology Records
- Accounting and Finance Records
- Legal Records
- Administrative Records
- Executive and Corporate Governance Records
- Tax Records
- Human Resources and Payroll Records
- Accounts Payable Records
- Miscellaneous Records Stored in Former Employees' Workspaces
- Electronic Servers
- BCBG Canada human resources applications
- BCBG Canada terminated employee records
- BCBG Canada accounting records, tender reports and journal rolls

Exhibit B

Declaration of John Boken

Robert J. Feinstein, Esq.
 Bradford J. Sandler, Esq.
 Maria A. Bove, Esq.
 Steven W. Golden, Esq.
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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		

**DECLARATION OF JOHN R. BOKEN IN SUPPORT OF
 PLAN ADMINISTRATOR’S MOTION FOR THE ENTRY OF AN
 ORDER APPROVING AND AUTHORIZING THE DESTRUCTION,
 ABANDONMENT, OR OTHER DISPOSAL OF CERTAIN REMAINING RECORDS
 AND DOCUMENTS IN THE POST-EFFECTIVE DATE DEBTORS’ POSSESSION**

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,

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).

2017, the Effective Date of the Plan, David MacGreevey of Zolfo Cooper was appointed as the Plan 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 winding down the Post-Effective Date Debtors. I am generally familiar with the Post-Effective Date Debtors' day-to-day operations, cash resources, other assets, business affairs, and books and records.

3. I have read the *Plan Administrator's Motion for the Entry of an Order Approving and Authorizing the Destruction, Abandonment, or Other Disposal of Certain Remaining Records and Documents in the Post-Effective Date Debtors' Possession* (the "Motion")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 exhibit attached thereto.

4. I am authorized to submit this declaration (the "Declaration") in support of the Motion. 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 Motion.

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

5. I am informed and believe that the Debtors' Records are located at the following locations:

a. 2761 Fruitland Avenue, Vernon, CA 90058 (the "Corporate Office"). The Corporate Office maintains a large magnitude of hard copy documents and records pertaining to the Debtors' operations, which include, but are not limited to, accounts payable, store and retail accounting, logistics and transport, real estate and leasing, information technology infrastructure, accounting and finance, legal, administration, executive and corporate governance, taxation, and human resources and payroll records. In addition to the hard copy documents, the Debtors maintained a suite of servers located at a data center at the Corporate Office. These electronic documents are backed up on a regular basis and stored at Iron Mountain Storage Facility (as defined below). GBG is in the process of copying the operational information stored on these physical servers in electronic form to a server farm, and the Plan Administrator will subsequently destroy or otherwise dispose of the physical servers.³ In addition, the Corporate Office contains non-Debtor BCBG Canada's books and records, which were recently moved to the Corporate Office from an offsite storage facility. The Plan Administrator has confirmed that the Trustee of non-debtor BCBG Canada does not object to the Plan Administrator's disposal of BCBG Canada's records located at the Corporate Office.

b. Iron Mountain data and records management facility ("Iron Mountain Storage Facility"). The Iron Mountain Storage Facility contains certain of the Debtors' human resources files, receipts, reports, and payroll records. Approximately 95% of the foregoing records were placed into storage before January 1, 2011.

6. The identification of the Files, and, conversely, the Retained Documents, will be based on a high level index of records with respect to the documents located at the Corporate Office. In addition, my understanding of documents at the Corporate Office is based on indices provided to the Plan Administrator. While the Plan Administrator intends to inspect the Corporate Office to assess the nature of the records, it is not feasible or beneficial to the Post-Effective Date Debtors to coordinate or pay for a detailed box by box review. It is similarly not

³ The Debtors' Records located at the Corporate Office include documents that may have been left in workspaces by former employees that have not been indexed or inspected. For the avoidance of doubt, by this Motion, the Plan Administrator seeks authority to abandon or destroy such records to the extent they are not Retained Documents.

feasible or economical to coordinate and pay for a detailed review of all documents that may be in former employees' workspaces in the Corporate Office.

7. The Plan Administrator must vacate the Corporate Office by June 30, 2018. Accordingly, it is imperative that the Plan Administrator be able to properly dispose of all unnecessary Files to avoid the considerable expense of moving a large quantity of boxes from the Corporate Office to another offsite storage facility, as well as pay all monthly costs to store such Files at the facility. In light of the Plan Administrator's belief that the Files are not necessary to effectuate his role in winding down the Post-Effective Date Debtors' estates, the Plan Administrator believes that retention of the Files is not beneficial to or in the best interests of the Post-Effective Date Debtors.

8. With respect to the Files at the Corporate Office related to BCBG Canada—which has been fully liquidated in an insolvency proceeding in Canada—the Plan Administrator believes that such Files are burdensome and unnecessary to administer the Post-Effective Date Debtors. Moreover, I am informed by Deloitte Restructuring, Inc., the Trustee in the Canadian insolvency proceeding, that BCBG Canada has no objection to the destruction of the Files located at the West Coast Storage Facility.

9. The Plan Administrator will not destroy the Retained Documents. The Retained Documents are any documents which the Plan Administrator considers relevant to performing his role, and will include but are not limited to: (i) accounts payable records to complete the claims reconciliation and claims objection processes; (ii) any documents pertaining to current litigation matters where the estate is a plaintiff or defendant; and (iii) any documents related to potential causes of action that may be initiated by the Plan Administrator at his discretion.

10. Accordingly, I believe that the Court should grant the relief requested in the Motion, authorizing the Plan Administrator to destroy, abandon, or otherwise dispose of the Files.

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 May 11, 2018 at Los Angeles, California.

/s/ John R. Boken

John R. Boken

Exhibit C

Proposed Order

**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 APPROVING AND AUTHORIZING THE DESTRUCTION, ABANDONMENT,
OR OTHER DISPOSAL OF CERTAIN REMAINING RECORDS AND DOCUMENTS
IN THE POST-EFFECTIVE DATE DEBTORS' POSSESSION**

Upon the motion (the "Motion")² of the Plan Administrator, on behalf of the Post-Effective Date Debtors, for entry of an order (this "Order"), authorizing the Plan Administrator to destroy certain books, records, and files that are of inconsequential value to the Post-Effective Date Debtors, and the retention of which is burdensome to the Post-Effective Date Debtors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 158(a); and it appearing that the relief requested by the Motion is in the best interests of the Post-Effective Date Debtors, creditors, and other parties in interest; and after due deliberation and for good cause appearing for the Motion, it is hereby

ORDERED that the Motion is hereby granted; and it is further

ORDERED that the Plan Administrator is authorized but not directed to destroy or otherwise dispose of or abandon the Files (as defined in the Motion and set forth on Exhibit A

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 terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

thereto), as more particularly set forth in the Motion and to take any and all actions necessary to effectuate the same; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

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

New York, New York

Dated: _____, 2018

THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE