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*Counsel to the Plan Administrator*

**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>
-----X		

**CERTIFICATION OF COUNSEL REGARDING THE PLAN  
 ADMINISTRATOR’S FIFTEENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION  
 TO CERTAIN CLAIMS (AMENDED, REDUCE, AND RECLASSIFY/REDUCE)**

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 April 23, 2018, counsel to David MacGreevey, in his capacity as the Plan Administrator, filed the *Plan Administrator’s Fifteenth Omnibus (Non-Substantive) Objection to Certain Claims (Amended, Reduce and Reclassify/Reduce)* [Docket No. 879] (the “Fifteenth”

<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).

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 *The Taubman Landlords’ response in Opposition to Debtors’ Fifteenth Omnibus Objection to Claims* [Docket No. 895] filed by the Taubman Landlords with respect to Claim Nos. 256, 272, 274, 281 and 414, and the Fifteenth Omnibus Objection with respect to such Claims has been continued to June 27, 2018 at 11:00 a.m. Eastern Time.

4. Undersigned counsel further certifies that informal responses were received from the following Claimants with respect to the following Claims:

- 1450 Broadway LLC [Claim No. 1116];
- Avalon North LLC [Claim No. 938];
- Biltmore Shopping Center Partners LLC [Claim No. 941];
- City Place Retail LLC [Claim No. 939];
- Direct Source Packaging Co. LLC [Claim No. 5];
- Fashion Outlets of Chicago LLC [Claim No. 943];
- Forbes Cohen Florida Properties LP [Claim No. 935];
- KC Investment Co. a General Partnership [Claim No. 421];
- Macerich Niagra LLC [Claim No. 926];
- Macerich SMP LP (Santa Monica Place) [Claim No. 1140];

- Macerich Westside Pavilion [Claim Nos. 929 and 930];
- Pepperjam LLC [Claim No. 16];
- Scottsdale Fashion Square LLC [Claim No. 1137];
- TN- Dept. of Revenue [Claim Nos. 654 and 655]; and
- TWC Tucson LLC (La Encantada) [Claim No. 925].

The Fifteenth Omnibus Objection has been continued to June 27, 2018 at 11:00 a.m. Eastern Time with respect to the foregoing Claims.

5. Undersigned counsel further certifies that no other answer, objection, or other response to the Fifteenth Omnibus Objection appears on the docket and no other informal response has been received.

6. 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: May 16, 2018

PACHULSKI STANG ZIEHL & JONES LLP

*/s/ Maria A. Bove*

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**EXHIBIT A**

**Proposed Order**

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

**ORDER GRANTING PLAN ADMINISTRATOR’S FIFTEENTH  
OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN  
CLAIMS (AMENDED, REDUCE, AND RECLASSIFY/REDUCE)**

Upon the objection (the “Objection”)<sup>2</sup> of the Plan Administrator for entry of an order (this “Order”) disallowing and expunging or modifying the claims identified on **Schedule 1**, **Schedule 2**, and **Schedule 3** (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*

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

*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, 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 Amended Claim identified on **Schedule 1** attached hereto is hereby disallowed and expunged in its entirety. The Surviving Claims identified on **Schedule 1** 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. Nothing contained herein shall constitute, nor shall it be deemed to constitute, the allowance of any of the Surviving Claims.
3. Each Reduced Claim identified on **Schedule 2** attached hereto is hereby modified in amount as identified in the column entitled “Modified Total” on **Schedule 2** attached hereto.
4. Each Reclassified and Reduced Claim identified on **Schedule 3** attached hereto is hereby reclassified as identified in the column entitled “Modified Class” and modified in amount as identified in the column entitled “Modified Total” on **Schedule 3** attached hereto.

5. Donlin Recano, the Debtors' noticing and claims agent, is authorized to update the Claims Register to reflect the relief granted in this Order.

6. 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.

7. 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**, **Schedule 2**, and **Schedule 3** 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.

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

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

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

Dated: \_\_\_\_\_, 2018

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THE HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE