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Counsel to the Plan Administrator

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

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

CERTIFICATION OF COUNSEL REGARDING THE PLAN ADMINISTRATOR’S SIXTEENTH OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN CLAIMS (AMENDED, NO LIABILITY, REDUCE, RECLASSIFY 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 July 16, 2018, counsel to David MacGreevey, in his capacity as the Plan Administrator, filed the *Plan Administrator’s Sixteenth Omnibus (Non-Substantive) Objection to Certain Claims (Amended, No Liability, Reduce, Reclassify and Reclassify/Reduce)*

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).

[Docket No. 930] (the “Sixteenth 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 following three responses (“Responses”) were filed:

- *Response to Plan Administrator’s Sixteenth Omnibus (Non-Substantive) Objection to Certain Claims (Amended, No Liability, Reduce, Reclassify and Reclassify/Reduce)* [Docket No. 952] was filed by Rolls-Royce plc with respect to Claim No. 802;
- *Response to Plan Administrator’s Sixteenth Omnibus (Non-Substantive) Objection to Certain Claims (Amended, No Liability, Reduce, Reclassify and Reclassify/Reduce)* [Docket No. 954] filed by the City of Philadelphia with respect to Claim No. 133; and
- *Response of the Connecticut Department of Revenue Services to the Plan Administrator’s Response to Plan Administrator’s Sixteenth Omnibus (Non-Substantive) Objection to Certain Claims* [Docket No. 955].

4. The undersigned counsel further certifies that the Sixteenth Omnibus Objection has been continued to September 13, 2018 at 10:00 a.m. with respect to the above Responses. *See Notice of Continuance* [Docket No. 961].

5. The undersigned counsel further certifies that the Sixteenth Omnibus Objection has been continued to September 13, 2018 at 10:00 a.m. with respect to the following Claims with respect to which the Plan Administrator has received informal responses:

- a. GALFANA INDUSTRY LIMITED – Proof of Claim No. 322; and
- b. JOHN R. AMES TAX COLLECTOR – Proof of Claim No. 50143.

See Notice of Continuance [Docket No. 938].

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

7. 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: August 13, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Maria A. Bove

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Counsel to the Plan Administrator

EXHIBIT A

Proposed Order

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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		

**ORDER GRANTING PLAN ADMINISTRATOR’S SIXTEENTH
 OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN CLAIMS
 (AMENDED, NO LIABILITY, REDUCE, RECLASSIFY AND RECLASSIFY/REDUCE)**

Upon the objection (the “Objection”)² of the Plan Administrator for entry of an order (this “Order”) disallowing and expunging or modifying the claims identified on **Schedule 1, Schedule 2, Schedule 3, Schedule 4, and Schedule 5** (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*

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 shall have the meanings ascribed to them in the Objection.

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, 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 No Liability Claim identified on **Schedule 2** attached hereto is hereby disallowed and expunged in its entirety.
4. Each Reduced Claim identified on **Schedule 3** attached hereto is hereby modified in amount as identified in the column entitled “Modified Total” on **Schedule 3** attached hereto.

5. Each Reclassified Claim identified on **Schedule 4** attached hereto is hereby reclassified as identified in the column entitled “Modified Class” on **Schedule 4** attached hereto.

6. Each Reclassified and Reduced Claim identified on **Schedule 5** attached hereto is hereby reclassified as to priority as identified in the column entitled “Modified Class” and modified in amount as identified in the column entitled “Modified Total” on **Schedule 5** attached hereto.

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

8. 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.

9. 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**, **Schedule 3**, **Schedule 4** and **Schedule 5** 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.

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

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

12. 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

Schedule 1

ORDER GRANTING 16th OMNIBUS OBJECTION - AMENDED CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount						Surviving Claim Number	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total		
IL- DEPT OF REVENUE BANKRUPTCY SECTION MARY HOBBS PO BOX 19035 SPRINGFIELD IL 62794-9035	BCBG MAX AZRIA GROUP, LLC	8/2/2017	1167	\$ -	\$ -	\$ -	\$ 37,863.00	\$ 3,438.00	\$ 41,301.00	1168	Claim has been amended by surviving claim number.

Schedule 2

Schedule 2

ORDER GRANTING 16th OMNIBUS OBJECTION - NO LIABILITY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
CO- DEPT OF LABOR AND EMPLOYMENT UNEMPLOYMENT INSURANCE OPERATIONS PO BOX 8789 DENVER CO 80201-8789	MAX RAVE, LLC	3/10/2017	149	\$ -	\$ -	\$ -	\$ 568.07	\$ -	\$ 568.07	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.
CT- MILFORD TAX COLLECTOR GOEHRING RUTTER AND BOEHM P O BOX 3025 MILFORD CT 6460	MAX RAVE, LLC	6/26/2017	1003	\$ -	\$ -	\$ -	\$ 20,947.27	\$ -	\$ 20,947.27	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.
FL- SARASOTA COUNTY TAX COLLECTOR MELANIE SEVERINO 101 S WASHINGTON BLVD SARASOTA FL 34236-6993	BCBG MAX AZRIA GROUP, LLC	9/5/2017	1115	\$ -	\$ -	\$ -	\$ 5,501.49	\$ -	\$ 5,501.49	POC amends Claim 704 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide documentation to determine any further liability.

Schedule 2

ORDER GRANTING 16th OMNIBUS OBJECTION - NO LIABILITY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount						Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured			
GA- FULTON COUNTY TAX COMMISSIONER 141 PRYOR ST STE 1113 ATLANTA GA 30303	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	11/14/2017	1155	\$ -	\$ -	\$ -	\$ 5,515.51	\$ -	\$ 5,515.51	POC amends claim 67 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide documentation to determine any further liability.	
GA- FULTON COUNTY TAX COMMISSIONER 141 PRYOR ST STE 1113 ATLANTA GA 30303	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	1/24/2018	1176	\$ -	\$ -	\$ -	\$ 15,090.26	\$ -	\$ 15,090.26	POC amends Claim 1155. Claim 1155 amends Claim 67 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide documentation to determine any further liability.	
GA- FULTON COUNTY TAX COMMISSIONER 141 PRYOR ST STE 1113 ATLANTA GA 30303	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	1/30/2018	1177	\$ -	\$ -	\$ -	\$ 10,804.27	\$ -	\$ 10,804.27	POC amends Claim 1176. Claim 1176 amends Claim 1155. Claim 1155 amends Claim 67 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide documentation to determine any further liability.	

Schedule 2

ORDER GRANTING 16th OMNIBUS OBJECTION - NO LIABILITY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
IN- DEPT OF REVENUE CAROL SWAFFAR 100 N SENATE AVE N 240 MS 108 INDIANAPOLIS IN 46204	MAX RAVE, LLC	5/25/2017	628	\$ 28,566.23	\$ -	\$ -	\$ -	\$ -	\$ 28,566.23	Proof of Claim does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.
IN- DEPT OF REVENUE CAROL SWAFFAR 100 N SENATE AVE N 240 MS 108 INDIANAPOLIS IN 46204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/25/2017	629	\$ -	\$ -	\$ -	\$ 18,849.85	\$ 1,870.00	\$ 20,719.85	No record of claim existence in Debtors' books and records.
IRS- DEPT OF THE TREASURY INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA PA 19101-7346	BCBG MAX AZRIA GROUP, LLC	4/20/2017	251	\$ 273,284.69	\$ -	\$ -	\$ 19.93	\$ 215,477.57	\$ 488,782.19	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.
IRS- DEPT OF THE TREASURY INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA PA 19101-7346	MAX RAVE, LLC	4/20/2017	252	\$ -	\$ -	\$ -	\$ -	\$ 352,743.42	\$ 352,743.42	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.

Schedule 2

ORDER GRANTING 16th OMNIBUS OBJECTION - NO LIABILITY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
IRS- DEPT OF THE TREASURY INTERNAL REVENUE SERVICE PO BOX 7346 PHILADELPHIA PA 19101-7346	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/20/2017	253	\$ -	\$ -	\$ -	\$ -	\$ 118,623.91	\$ 118,623.91	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.
MENDOZA* CATHERINE AKA CATHERINE LIZA MENDOZA 2848 SCOTTSDALE DR SAN JOSE CA 95148	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/30/2017	649	\$ -	\$ -	\$ -	\$ 10,000.00	\$ -	\$ 10,000.00	No record of claim existence in Debtors' books and records. No response from claimant to request for additional support.
MO- DEPT OF REVENUE BANKRUPTCY UNIT PO BOX 475 JEFFERSON CITY MO 65105	MAX RAVE, LLC	7/26/2017	1064	\$ 2,041.27	\$ -	\$ -	\$ -	\$ -	\$ 2,041.27	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.

Schedule 2

ORDER GRANTING 16th OMNIBUS OBJECTION - NO LIABILITY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
MS- DEPT OF REVENUE BANKRUPTCY SECTION POST OFFICE BOX 22808 JACKSON MS 39225-2808	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	12/28/2017	1166	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	POC amends Claim 324 which has been expunged pursuant to the <i>Order Granting Plan Administrator's Thirteenth Omnibus (Non-Substantive) Objection To Certain No Liability Claims</i> . Docket 868. POC does not provide support to determine any further liability.
NM- DEPT OF WORKFORCE SOLUTIONS OFFICE OF GENERAL COUNSEL P O BOX 1928 ALBUQUERQUE NM 87103	MAX RAVE, LLC	4/21/2017	268	\$ -	\$ -	\$ -	\$ 1,907.88	\$ -	\$ 1,907.88	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.
OK- TULSA COUNTY TREASURER 500 S DENVER AVE 3RD FLOOR TULSA OK 74103	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/3/2017	7	\$ -	\$ -	\$ -	\$ 2,771.73	\$ -	\$ 2,771.73	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.

Schedule 2

ORDER GRANTING 16th OMNIBUS OBJECTION - NO LIABILITY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
PA- ALLEGHENY COUNTY CENTRAL TAX COLLECTION DISTRICT 437 GRANT ST 14TH FL PITTSBURGH PA 15219	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	7/13/2017	1042	\$ -	\$ -	\$ -	\$ 2,036.98	\$ -	\$ 2,036.98	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.
POLARIS HANDELSGESELLSCHAFT MBH KLESTADT WINTERS JURELLER SOUTHARD & STEVENS 200 W 41ST ST 17 FL NEW YORK NY 10036-7203	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/7/2017	60000	\$ -	\$ 35,192.15	\$ -	\$ -	\$ -	\$ 35,192.15	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.
RI- DIVISION OF TAXATION BANKRUPTCY UNIT 1 CAPITOL HILL PROVIDENCE RI 2908	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	8/21/2017	1103	\$ -	\$ -	\$ -	\$ 500.00	\$ 141.86	\$ 641.86	No record of claim existence in Debtors' books and records.
TX- FORT BEND COUNTY LINEBARGER GOGGAN BLAIR AND SAMPSON PO BOX 3064 HOUSTON TX 77253-3064	BCBG MAX AZRIA GROUP, LLC	1/16/2018	1169	\$ 771.06	\$ -	\$ -	\$ -	\$ -	\$ 771.06	POC amends Claim 12 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide support to determine any further liability.

Schedule 2

ORDER GRANTING 16th OMNIBUS OBJECTION - NO LIABILITY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
TX- HARRIS COUNTY ET AL LINEBARGER GOGGAN BLAIR AND SAMPSON JOHN P DILLMAN PO BOX 3064 HOUSTON TX 77253-3064	BCBG MAX AZRIA GROUP, LLC	1/16/2018	1172	\$ 36,018.04	\$ -	\$ -	\$ -	\$ -	\$ 36,018.04	POC amends Claim 9 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide support to determine any further liability.
TX- MIDLAND COUNTY PERDUE BRANDON FIELDER ET AL LAURA J MONROE PO BOX 817 LUBBOCK TX 79408	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	10/11/2017	1151	\$ 130.12	\$ -	\$ -	\$ -	\$ -	\$ 130.12	POC amends Claim 2 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide support to determine any further liability.
TX- MONTGOMERY COUNTY LINEBARGER GOGGAN BLAIR AND SAMPSON PO BOX 3064 HOUSTON TX 77253-3064	BCBG MAX AZRIA GROUP, LLC	1/16/2018	1171	\$ 4,390.24	\$ -	\$ -	\$ -	\$ -	\$ 4,390.24	POC amends Claim 10 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide support to determine any further liability.

Schedule 2

ORDER GRANTING 16th OMNIBUS OBJECTION - NO LIABILITY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
TX- TAXING DISTRICTS COLLECTED BY POTTER COUNTY PERDUE BRANDON FIELDER ET AL PO BOX 9132 AMARILLO TX 79105-9132	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	12/19/2017	1165	\$ 1,779.63	\$ -	\$ -	\$ -	\$ -	\$ 1,779.63	POC amends Claim 186 which has been satisfied and expunged pursuant to the 5th Satisfied Notice. Docket 877. POC does not provide support to determine any further liability.
UPSELLITCOM INC AMBAR BARNES 29219 CANWOOD ST STE 240 AGOURA HILLS CA 91301	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	881	\$ -	\$ -	\$ -	\$ -	\$ 40,247.96	\$ 40,247.96	POC does not provide sufficient support to determine liability. No record of claim existence in Debtors' books and records.

Schedule 3

Schedule 3

ORDER GRANTING 16th OMNIBUS OBJECTION - REDUCED CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Modified Amount					Basis for Modification	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Secured	Administrative	503(b)(9)	Priority	Unsecured		Modified Total
AZ- DEPT OF REVENUE OFFICE OF THE ARIZONA ATTORNEY GENERAL CO TAX BANKRUPTCY AND COLLECTION SECTION 1275 W WASHINGTON ST PHOENIX AZ 85007	MAX RAVE, LLC	5/30/2017	606	\$ -	\$ -	\$ -	\$ 394.68	\$ 206.66	\$ 601.34	\$ -	\$ -	\$ -	\$ -	\$ 206.66	\$ 206.66	Doesn't match Debtors' books and records. Reduce for amounts paid via check 418064 on 3/21/2018
CIGNA HEALTH AND LIFE INSURANCE 900 COTTAGE GROVE RD HARTFORD CT 6162	BCBG MAX AZRIA GROUP, LLC	6/9/2017	50641	\$ -	\$ -	\$ -	\$ -	\$ 105,592.66	\$ 105,592.66	\$ -	\$ -	\$ -	\$ -	\$ 93,746.77	\$ 93,746.77	Doesn't match Debtors' books and records.
DAEJEE METAL CO LTD DRINKER BIDDLE AND REATH LLP STEVEN K KORTANEK 222 DEL AVE STE 1401 WILMINGTON DE 19801	BCBG MAX AZRIA GROUP, LLC	6/9/2017	958	\$ -	\$ 4,800.00	\$ -	\$ -	\$ 337,773.88	\$ 342,573.88	\$ -	\$ 4,800.00	\$ -	\$ -	\$ 286,458.18	\$ 291,258.18	Doesn't match Debtors' books and records. Reduce unsecured portion.
FRONTSTREET FACILITY SOLUTIONS PO BOX 40006 NEWARK NJ 07101-4000	BCBG MAX AZRIA GROUP, LLC	6/6/2017	714	\$ -	\$ -	\$ -	\$ -	\$ 110,808.82	\$ 110,808.82	\$ -	\$ -	\$ -	\$ -	\$ 108,617.26	\$ 108,617.26	Doesn't match Debtors' books and records. Includes amounts payable by others.
IL- DEPT OF REVENUE BANKRUPTCY SECTION MARY HOBBS PO BOX 19035 SPRINGFIELD IL 62794-9035	BCBG MAX AZRIA GROUP, LLC	12/8/2017	1168	\$ -	\$ -	\$ -	\$ 20,417.56	\$ 2,136.81	\$ 22,554.37	\$ -	\$ -	\$ -	\$ -	\$ 2,136.81	\$ 2,136.81	Doesn't match Debtors' books and records. Reduce for amounts paid via check 418097 on 3/21/2018.
KY- LOUISVILLE METRO REVENUE COMM NAOMIROSE L PAULIN 617 W JEFFERSON ST LOUISVILLE KY 40202	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	7/3/2017	1017	\$ -	\$ -	\$ -	\$ 10,130.41	\$ 7,405.39	\$ 17,535.80	\$ -	\$ -	\$ -	\$ -	\$ 7,405.39	\$ 7,405.39	Doesn't match Debtors' books and records. Reduce for amounts paid via check 418068 on 3/21/2018.
LA -DEPT OF REVENUE BANKRUPTCY SECTION P O BOX 66658 BATON ROUGE LA 70896	MAX RAVE, LLC	3/10/2017	30	\$ -	\$ -	\$ -	\$ 60.20	\$ 402.56	\$ 462.76	\$ -	\$ -	\$ -	\$ -	\$ 402.56	\$ 402.56	Doesn't match Debtors' books and records. Documentation does not provide sufficient evidence of priority status.
MO- JACKSON COUNTY COLLECTOR BANKRUPTCY 415 E 12TH ST STE 100 KANSAS CITY MO 64106	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/3/2017	207	\$ -	\$ -	\$ -	\$ 338.15	\$ 524.73	\$ 862.88	\$ -	\$ -	\$ -	\$ -	\$ 524.73	\$ 524.73	Doesn't match Debtors' books and records. Reduce for amounts paid via check 418100 on 3/21/2018
OK- TAX COMMISSION SEAN R MCFARLAND 100 N BROADWAY AVE STE 1500 OKLAHOMA CITY OK 73102	BCBG MAX AZRIA GROUP, LLC	5/4/2017	351	\$ -	\$ -	\$ -	\$ 817.11	\$ 623.65	\$ 1,440.76	\$ -	\$ -	\$ -	\$ -	\$ 623.65	\$ 623.65	Doesn't match Debtors' books and records. Reduce for amounts paid via check 418105 on 3/21/2018

Schedule 3

ORDER GRANTING 16th OMNIBUS OBJECTION - REDUCED CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Modified Amount					Basis for Modification	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Secured	Administrative	503(b)(9)	Priority	Unsecured		Modified Total
PREDICT BIZ INC MEL NUNEZ 19837 HOLLY DR SANTA CLARITA CA 91350	BCBG MAX AZRIA GROUP, LLC	5/24/2017	624	\$ -	\$ -	\$ -	\$ -	\$ 46,820.00	\$ 46,820.00	\$ -	\$ -	\$ -	\$ -	\$ 41,620.00	\$ 41,620.00	Doesn't match Debtors' books and records. POC does not provide sufficient support to determine liability.
RETENTION SCIENCE 2601 OCEAN PK BLVD SUITE 104 SANTA MONICA CA 90405	BCBG MAX AZRIA GROUP, LLC	6/9/2017	51106	\$ -	\$ -	\$ -	\$ -	\$ 84,895.00	\$ 84,895.00	\$ -	\$ -	\$ -	\$ -	\$ 55,895.00	\$ 55,895.00	Doesn't match Debtors' books and records.
SC- DEPT OF REVENUE HERMAN C HARRINGTON PO BOX 12265 COLUMBIA SC 29211	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/27/2017	297	\$ -	\$ -	\$ -	\$ 586.21	\$ 267.76	\$ 853.97	\$ -	\$ -	\$ -	\$ -	\$ 267.76	\$ 267.76	Doesn't match Debtors' books and records. Reduce for amounts paid via check 418810 on 3/21/2018
SC- HORRY COUNTY TREASURER RODDY DICKINSON PO BOX 1828 CONWAY SC 29528	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/27/2017	163	\$ -	\$ -	\$ -	\$ 762.74	\$ 12,993.62	\$ 13,756.36	\$ -	\$ -	\$ -	\$ -	\$ 2,296.96	\$ 2,296.96	Doesn't match Debtors' books and records. Reduce for 2016 taxes paid.
SHEPPARD MULLIN RICHTER AND HAMPTON MALANI CADEMARTORI 30 ROCKEFELLER PLZ NEW YORK NY 10112	BCBG MAX AZRIA GROUP, LLC	6/9/2017	963	\$ -	\$ -	\$ -	\$ -	\$ 38,735.38	\$ 38,735.38	\$ -	\$ -	\$ -	\$ -	\$ 28,057.81	\$ 28,057.81	Doesn't match Debtors' books and records.
TSO VERO BEACH LP ALSTON AND BIRD LLP JONATHAN T EDWARDS 1201 W PEACHTREE ST ATLANTA GA 30309	BCBG MAX AZRIA GROUP, LLC	6/8/2017	831	\$ -	\$ -	\$ -	\$ -	\$334.38+ Unliquidated Amounts	\$334.38+ Unliquidated Amounts	\$ -	\$ -	\$ -	\$ -	\$ 334.38	\$ 334.38	Not entitled to additional amounts claimed. Postpetition rent has been paid by the Debtors.
VA- DEPT OF TAXATION TAXING AUTHORITY CONSULTING SVCS PC MARK K AMES PO BOX 2156 RICHMOND VA 23218	BCBG MAX AZRIA GROUP, LLC	4/25/2017	292	\$ -	\$ -	\$ -	\$ 151.70	\$ 43.41	\$ 195.11	\$ -	\$ -	\$ -	\$ -	\$ 43.41	\$ 43.41	Doesn't match Debtors' books and records. Reduce for amounts paid via check 418114 on 3/21/2018
WASTE MANAGEMENT RMC JENNIFER AVILLA 2625 W GRANDVIEW STE 150 PHOENIX AZ 85023	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	8/28/2017	1099	\$ -	\$ 6,433.26	\$ -	\$ -	\$ -	\$ 6,433.26	\$ -	\$ 5,161.37	\$ -	\$ -	\$ -	\$ 5,161.37	Doesn't match Debtors' books and records.

Schedule 4

Schedule 4

ORDER GRANTING 16th OMNIBUS OBJECTION - RECLASSIFY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Modified Class						Basis for Reclassification	
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total	Secured	Administrative	503(b)(9)	Priority	Unsecured		Modified Total
CA- ALAMEDA COUNTY TAX COLLECTOR JACK WONG 1221 OAK ST OAKLAND CA 94612	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	7/11/2017	1031	\$ 3,101.30	\$ -	\$ -	\$ -	\$ -	\$ 3,101.30	\$ -	\$ -	\$ -	\$ -	\$ 3,101.30	\$ 3,101.30	Documentation does not provide sufficient evidence of secured status. Reclassify to general unsecured.
CA- FRESNO COUNTY TAX COLLECTOR KIMBERLY K LAMANUZZI PO BOX 1192 FRESNO CA 93715	MAX RAVE, LLC	6/8/2017	890	\$ 5,474.43	\$ -	\$ -	\$ -	\$ -	\$ 5,474.43	\$ -	\$ -	\$ -	\$ -	\$ 5,474.43	\$ 5,474.43	Documentation does not provide sufficient evidence of secured status. Reclassify to general unsecured.
CA- IMPERIAL COUNTY TREASURER TAX COLLECTOR 23466 FLORA OROPEZA 940 W MAIN ST STE 106 EL CENTRO CA 92243	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/19/2017	529	\$ 5,510.64	\$ -	\$ -	\$ 5,510.64	\$ -	\$ 5,510.64	\$ -	\$ -	\$ -	\$ -	\$ 5,510.64	\$ 5,510.64	Documentation does not provide sufficient evidence of secured and priority status. Reclassify to general unsecured.
CT- TAX COLLECTOR CITY OF DANBURY ROOSEVELT EWELL 155 DEER HILL AVE DANBURY CT 6810	MAX RAVE, LLC	4/24/2017	302	\$ 7,068.71	\$ -	\$ -	\$ 7,068.71	\$ -	\$ 7,068.71	\$ -	\$ -	\$ -	\$ -	\$ 7,068.71	\$ 7,068.71	Documentation does not provide sufficient evidence of secured and priority status. Reclassify to general unsecured.
KRISTINA BROWN 3553 LONDON ST LOS ANGELES CA 90026	BCBG MAX AZRIA GROUP, LLC	3/22/2017	66	\$ -	\$ -	\$ -	\$ 8,700.00	\$ -	\$ 8,700.00	\$ -	\$ -	\$ -	\$ -	\$ 8,700.00	\$ 8,700.00	Invoices provided are not on account of BCBG employee wages.
MD- PRINCE GEORGES COUNTY MEYERS ROBBELL AND ROSENBAUM PA M EVAN MEYERS 6801 KENILWORTH AVE STE 400 RIVERDALE PARK MD 20737	MAX RAVE, LLC	5/5/2017	367	\$ 11,774.53	\$ -	\$ -	\$ -	\$ -	\$ 11,774.53	\$ -	\$ -	\$ -	\$ -	\$ 11,774.53	\$ 11,774.53	Documentation does not provide sufficient evidence of secured status. Reclassify to general unsecured.
MD- PRINCE GEORGES COUNTY MEYERS ROBBELL AND ROSENBAUM PA M EVAN MEYERS 6801 KENILWORTH AVE STE 400 RIVERDALE PARK MD 20737	MAX RAVE, LLC	5/5/2017	368	\$ 14,301.90	\$ -	\$ -	\$ -	\$ -	\$ 14,301.90	\$ -	\$ -	\$ -	\$ -	\$ 14,301.90	\$ 14,301.90	Documentation does not provide sufficient evidence of secured status. Reclassify to general unsecured.

Schedule 4

ORDER GRANTING 16th OMNIBUS OBJECTION - RECLASSIFY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Modified Class						Basis for Reclassification	
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total	Secured	Administrative	503(b)(9)	Priority	Unsecured		Modified Total
MD- PRINCE GEORGES COUNTY MEYERS RODBELL AND ROSENBAUM PA M EVAN MEYERS 6801 KENILWORTH AVE STE 400 RIVERDALE PARK MD 20737	MAX RAVE, LLC	5/5/2017	369	\$ 8,330.70	\$ -	\$ -	\$ -	\$ -	\$ 8,330.70	\$ -	\$ -	\$ -	\$ -	\$ 8,330.70	\$ 8,330.70	Documentation does not provide sufficient evidence of secured status. Reclassify to general unsecured.
MS- DEPT OF REVENUE BANKRUPTCY SECTION POST OFFICE BOX 22808 JACKSON MS 39225-2808	MAX RAVE, LLC	3/17/2017	49	\$ 37,844.52	\$ -	\$ -	\$ -	\$ -	\$ 37,844.52	\$ -	\$ -	\$ -	\$ 47.20	\$ 37,797.32	\$ 37,844.52	Documentation does not provide sufficient evidence of secured status. Reclassify to general unsecured.
PIERCE COUNTY BUDGET AND FINANCE PIERCE COUNTY FINANCE DEPT ALLEN RICHARDSON 950 FAWCETT AVE STE 100 TACOMA WA 98402-5603	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/30/2017	645	\$ 460.34	\$ -	\$ -	\$ -	\$ -	\$ 460.34	\$ -	\$ -	\$ -	\$ -	\$ 460.34	\$ 460.34	Documentation does not provide sufficient evidence of secured status. Reclassify to general unsecured.
PIERCE COUNTY BUDGET AND FINANCE PIERCE COUNTY FINANCE DEPT ALLEN RICHARDSON 950 FAWCETT AVE STE 100 TACOMA WA 98402-5603	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/30/2017	646	\$ 436.89	\$ -	\$ -	\$ -	\$ -	\$ 436.89	\$ -	\$ -	\$ -	\$ -	\$ 436.89	\$ 436.89	Documentation does not provide sufficient evidence of secured status. Reclassify to general unsecured.
PR- MUNICIPIO AUTONOMO DE JUANA DIAZ MUNICIPIO DE JUANA DIAZ INGRID G PEREZ PO BOX 1409 JUANA DIAZ PR 00795-1409	MAX RAVE, LLC	5/19/2017	521	\$ -	\$ -	\$ -	\$ 7,949.37	\$ -	\$ 7,949.37	\$ -	\$ -	\$ -	\$ -	\$ 7,949.37	\$ 7,949.37	Documentation does not provide sufficient evidence of priority status. Reclassify to general unsecured.

Schedule 4

ORDER GRANTING 16th OMNIBUS OBJECTION - RECLASSIFY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Modified Class						Basis for Reclassification	
				Secured	Admin	503(b)(9)	Priority	Unsecured	Total	Secured	Administrative	503(b)(9)	Priority	Unsecured		Modified Total
THERMAL AIR CONDITIONING INC ROBERT CANIZALEZ PO BOX 70737 PASADENA CA 91117	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/30/2017	611	\$ 32,064.65	\$ -	\$ -	\$ 8,560.48	\$ -	\$ 40,625.13	\$ -	\$ -	\$ -	\$ -	\$ 40,625.13	\$ 40,625.13	Mechanics liens on which security is purportedly based are invalid under CA law as not timely filed. Not entitled to priority as Claimant not an employee of the Debtors.
TIMBERWOLFF CONSTRUCTION INC 1659 W ARROW RTE UPLAND CA 91786	BCBG MAX AZRIA GROUP, LLC	5/23/2017	546	\$ 7,354.16	\$ -	\$ -	\$ -	\$ -	\$ 7,354.16	\$ -	\$ -	\$ -	\$ -	\$ 7,354.16	\$ 7,354.16	Mechanics lien on which security is purportedly based is invalid under CA law as not timely filed.
TN- CITY OF KNOXVILLE MARK A BYRD P O BOX 1028 KNOXVILLE TN 37901	MAX RAVE, LLC	8/21/2017	1084	\$ 826.91	\$ -	\$ -	\$ 826.91	\$ -	\$ 826.91	\$ -	\$ -	\$ -	\$ -	\$ 826.91	\$ 826.91	Documentation does not provide sufficient evidence of secured and priority status. Reclassify to general unsecured.
TX- CITY OF BAYTOWN RANDALL B STRONG 407 W BAKER RD STE T BAYTOWN TX 77521	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/14/2017	973	\$ 115.71	\$ -	\$ -	\$ -	\$ -	\$ 115.71	\$ -	\$ -	\$ -	\$ -	\$ 115.71	\$ 115.71	Documentation does not provide sufficient evidence of secured and priority status. Reclassify to general unsecured.

Schedule 5

Schedule 5

16th OMNIBUS OBJECTION - REDUCE & RECLASSIFY CLAIMS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Unsecured	Total	Modified Class					Basis for Modification
				Secured	Admin	503(b)(9)	Priority	Unsecured			Secured	Administrative	503(b)(9)	Priority	Unsecured	
CA- CITY OF FRESNO YVONNE SPENCE CITY CLERK 2600 FRESNO ST RM 2133 FRESNO CA 93721	BCBG MAX AZRIA GROUP, LLC	5/23/2017	595	\$ -	\$ -	\$ -	\$ 15,440.87	\$ -	\$ 15,440.87	\$ -	\$ -	\$ -	\$ -	\$ 1,986.11	1,986.11	Documentation does not provide sufficient evidence of priority status. Reduce for amounts paid via check 418087 on 3/21/2018
CA- CITY OF GILROY IRMA NAVARRO 7351 ROSANNA ST GILROY CA 95020	BCBG MAX AZRIA GROUP, LLC	5/30/2017	607	\$ -	\$ -	\$ -	\$ 6,501.00	\$ -	\$ 6,501.00	\$ -	\$ -	\$ -	\$ -	\$ 3,217.00	3,217.00	Documentation does not provide sufficient evidence of priority status. Reduce for amounts paid via check 418118 on 3/21/2018
NC- CUMBERLAND COUNTY TAX COLLECTOR ROBYN L CABELL PO BOX 449 FAYETTEVILLE NC 28302	MAX RAVE, LLC	6/19/2017	984	\$ -	\$ -	\$ -	\$ 1,176.59	\$ -	\$ 1,176.59	\$ -	\$ -	\$ -	\$ -	\$ 1,146.59	1,146.59	Documentation does not provide sufficient evidence of priority status. Reduce for amounts paid via check 418066 on 3/21/2018.
TN- CITY OF KNOXVILLE MARK A BYRD P O BOX 1028 KNOXVILLE TN 37901	MAX RAVE, LLC	8/21/2017	1083	\$ -	\$ -	\$ -	\$ 5,057.30	\$ -	\$ 5,057.30	\$ -	\$ -	\$ -	\$ -	\$ 1,855.73	1,855.73	Documentation does not provide sufficient evidence of priority status. Reduce for amounts paid via check 418065 on 3/21/2018.
WA- CITY OF SEATTLE LICENSE AND TAX ADMINSTRATION 700 5TH AVE STE 4250 PO BOX 34214 SEATTLE WA 98124	BCBG MAX AZRIA GROUP, LLC	5/30/2017	653	\$ -	\$ -	\$ -	\$ 892.12	\$ -	\$ 892.12	\$ -	\$ -	\$ -	\$ -	\$ 251.60	251.60	Documentation does not provide sufficient evidence of priority status. Reduce for amounts paid via check 418090 on 3/21/2019.