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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 EIGHTEENTH OMNIBUS (NON-SUBSTANTIVE)
OBJECTION TO CERTAIN CLAIMS (AMENDED, LATE FILED, 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 September 7, 2018, counsel to David MacGreevey, in his capacity as the Plan Administrator, filed the *Plan Administrator’s Eighteenth Omnibus (Non-Substantive)*

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).

Objection to Certain Claims (Amended, Late filed, No Liability, Reduce, Reclassify and Reclassify/Reduce) [Docket No. 983] (the “Eighteenth 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 two responses (“Responses”) were filed:

- *The Taubman Landlords’ Response in Opposition to Debtors’ Eighteenth Omnibus Objection to Claims* [Docket No. 1006] filed by the Taubman Landlords with respect to Claim Nos. 278, 1122 and 1128; and
- *Reply to Objection to Proof of Claim No. 173 Filed by Municipality of San Juan* [Docket No. 1018] was filed by Municipio de San Juan with respect to Claim No. 173.

4. The undersigned counsel further certifies that the Plan Administrator has received the following informal responses:

- a. HI- DEPT OF TAXATION – Proof of Claim No. 1102;
- b. MYSTIC INC. – Proof of Claim Nos. 710 and 1093;
- c. DADA TRADING CO LTD – Proof of Claim No. 849; and
- d. PAOLA EKELUND – Proof of Claim No. 696.

5. Undersigned counsel further certifies that an informal response was received from Cello Partnership dba Verizon Wireless and was resolved consensually as reflected in the order attached hereto as Exhibit A and Schedule 3 thereto

6. Undersigned counsel further certifies that no other answer, objection, or other response to the Eighteenth 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: October 31, 2018

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Beth E. Levine

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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 EIGHTEENTH OMNIBUS
 (NON-SUBSTANTIVE) OBJECTION TO CERTAIN CLAIMS (AMENDED, LATE
 FILED, 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** hereto (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*

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, follows: 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.

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, 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 Late Filed Claim identified on **Schedule 2** attached hereto is hereby disallowed and expunged in its entirety.
4. Each No Liability Claim identified on **Schedule 3** attached hereto is hereby disallowed and expunged in its entirety, with the exception of Claim No. 289 of Cello Partnership dba Verizon Wireless, which shall be allowed as a general unsecured claim in the reduced amount of \$54,687.30, as reflected on **Schedule 3**.

5. Each Reduced Claim identified on **Schedule 4** attached hereto is hereby modified in amount as identified in the column entitled “Modified Total” on **Schedule 4** attached hereto.

6. Each Reclassified Claim identified on **Schedule 5** attached hereto is hereby reclassified as identified in the column entitled “Modified Class” 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 18TH 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		
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	1186	Claim has been Amended by Surviving Claim.
IL- DEPT OF EMPLOYMENT SECURITY 33 S STATE ST BANKRUPTCY UNIT 19TH FL CHICAGO IL 60603	MAX RAVE, LLC	2/22/2018	758	\$ -	\$ -	\$ -	\$ -	\$19,829.56	\$19,829.56	1189	Claim has been Amended by Surviving Claim.
TCF EQUIPMENT FINANCE INC A DIV OF TCF NATIONAL BANK MICHAEL SPRINGER 11100 WAYZATA BLVD STE 801 MINNETONKA MN 55305	BCBG MAX AZRIA GROUP, LLC	5/12/2017	432	\$ 90,538.43	\$ -	\$ -	\$ -	\$ -	Unliquidated	1191	Claim has been Amended by Surviving Claim.
TOYOTA LEASE TRUST TOYOTA MOTOR CREDIT CORP PO BOX 9013 ADDISON TX 75001	BCBG MAX AZRIA GROUP, LLC	4/18/2017	245	\$ 2,513.18	\$ -	\$ -	\$ -	\$ -	Unliquidated	Article VII.(F) and (G)	Claim has been Amended by Surviving Claim.

SCHEDULE 2

Schedule 2

ORDER GRANTING 18TH OMNIBUS OBJECTION - LATE FILED 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		
ARCVISION INC 1950 CRAIG ROAD SUITE 300 SAINT LOUIS MO 63146	BCBG MAX AZRIA GROUP, LLC	2/2/2018	1179	\$ -	\$ -	\$ -	\$ -	\$ 2,428,891.00	\$ 2,428,891.00	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan.
CA- LOS ANGELES COUNTY TREASURER AND TAX COLLECTOR OSCAR ESTRADA PO BOX 54110 LOS ANGELES CA 90054-0110	BCBG MAX AZRIA GROUP, LLC	4/26/2018	1194	\$ -	\$ 107,196.40	\$ -	\$ -	\$0.00	\$107,196.40	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan.
CARSHEEANA BREWER 4512 KNOLL PARK CIR ANTIOCH CA 94531	BCBG MAX AZRIA GROUP, LLC	1/23/2018	1174	\$ -	\$ -	\$ -	\$ -	Unliquidated	Unliquidated	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan.
ESTAR TEKSTIL SEDA BULBUL GEPOSB 6 CAD 61 SOK GEBEZE, KOCAELI 41400 TURKEY	BCBG MAX AZRIA GROUP, LLC	7/5/2017	1023	\$ -	\$ -	\$ -	\$ -	\$ 691.13	Unliquidated	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan. Scheduled amount survives.
LA- EAST BATON PARISH SHERIFF OFFICE PO BOX 70 BATON ROUGE LA 70821	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	1/11/2018	1183	\$ -	\$ -	\$ -	\$ -	\$ 14,114.24	\$ 14,114.24	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan.

Schedule 2

ORDER GRANTING 18TH OMNIBUS OBJECTION - LATE FILED 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		
PR- MUNICIPALITY OF CANOVANAS NANCY PINERO PO BOX 1612 CANOVANAS PR 729	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/5/2018	1190	\$ -	\$ -	\$ -	\$ 10,108.17	\$ -	Unliquidated	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan.
SC- SPARTANBURG COUNTY TAX COLLECTOR TINA CRAIG 366 N CHURCH ST STE 400 SPARTANBURG SC 29303	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	3/27/2018	1188	\$ 2,522.90	\$ -	\$ -	\$ -	\$ -	\$ 2,522.90	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan.
WAX LTD INC WALTON GAGEL PO BOX 93985 LOS ANGELES CA 90093	BCBG MAX AZRIA GROUP, LLC	6/15/2017	982	\$ -	\$ -	\$ -	\$ -	\$ 4,000.00	\$ 4,000.00	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan. Scheduled amount survives.

SCHEDULE 3

Schedule 3

ORDER GRANTING 18TH OMNIBUS OBJECTION - NO LIABILITY CLAIMS - BOOKS AND RECORDS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
ADP LLC MAYRA AGUIRRE 1851 N RESLER EL PASO TX 79912	BCBG MAX AZRIA GROUP, LLC	6/19/2018	1193	\$ -	\$ -	\$ -	\$ -	\$ 196,693.64	\$ 196,693.64	Liability has been satisfied and expunged. Claim amends proof of claim 160 which has been satisfied pursuant to the 5th Notice of Claims Satisfied in Full [Docket No. 877].
AL- BALDWIN COUNTY REVENUE TEDDY J FAUST JR COMMISSIONER PO BOX 1549 BAY MINETTE AL 36507-1549	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/2/2018	1187	\$ -	\$ -	\$ -	\$ -	\$0.00	\$0.00	Liability has been satisfied and expunged. Claim amends proof of claim 124 which has been satisfied pursuant to the 6th Notice of Claims Satisfied in Full [Docket No. 929].
AL- KIM HASTIE REVENUE COMMISSIONER PO DRAWER 1169 MOBILE AL 36633-1169	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	1/16/2018	1173	\$ -	\$ -	\$ -	\$ -	Unliquidated	Unliquidated	Liability has been satisfied and expunged. Claim amends proof of claim 8 which withdrawn by Claimant [Docket No. 805]. No further amounts due as confirmed by Claimant's representative.
BOYLE*JUDITH 209 1/2 WASHINGTON AVE GRAND HAVEN MI 49417-1356	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/8/2017	891	\$ -	\$ -	\$ -	\$ -	Unliquidated	Unliquidated	No record of claim existence in Debtors' books and records.

Schedule 3

ORDER GRANTING 18TH OMNIBUS OBJECTION - NO LIABILITY CLAIMS - BOOKS AND RECORDS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
CA- CITY OF FRESNO YVONNE SPENCE CITY CLERK 2600 FRESNO ST RM 2133 FRESNO CA 93721	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	1/23/2018	1175	\$ -	\$ -	\$ -	\$ 5,296.29	\$ -	\$ 5,296.29	Liability has been expunged. Claim amends proof of claim 595 which was reduced and reclassified to match the Debtors' books and records pursuant to the Order Granting the 16th Omnibus Objection [Docket No. 968]. Claim 595 survives.
CA- VENTURA COUNTY TAX COLLECTOR 800 SOUTH VICTORIA AVE VENTURA CA 93009-1290	BCBG MAX AZRIA GROUP, LLC	2/21/2018	1185	\$ -	\$ -	\$ -	\$ -	Unliquidated	Unliquidated	Liability has been satisfied and expunged. Claim amends proof of claim 1097 which has been withdrawn by Claimant [Docket No. 844].
CELLCO PARTNERSHIP DBA VERIZON WIRELESS ON BEHALF OF ITS AFFILIATES AND SUBSIDIARIES WILLIAM VERMETTE 22001 LOUDOUN COUNTY PKWY ASHBURN VA 20147	BCBG MAX AZRIA GROUP, LLC	4/25/2017	289	\$ -	\$ -	\$ -	\$ -	\$ 54,687.30	\$ 54,687.30	Claimant has agreed to reduced amount. Claim is allowed at the reduced amount indicated.
COUNTY OF SONOMA CENTRAL COLLECTIONS SONOMA COUNTY DEPT OF AG WEIGHTS AND MEASURES 585 FISCAL DR RM 100 SANTA ROSA CA 95403	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/24/2017	304	\$ -	\$ -	\$ -	\$ 319.50	\$ -	\$ 319.50	Claim Filed after Bar Date. Disallow per Article VII.(F) and (G) of the Plan. Scheduled amount survives.

Schedule 3

ORDER GRANTING 18TH OMNIBUS OBJECTION - NO LIABILITY CLAIMS - BOOKS AND RECORDS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
FL- HILLSBOROUGH COUNTY TAX COLLECTOR DOUG BELDEN PO BOX 30012 TAMPA FL 33630-3012	BCBG MAX AZRIA GROUP, LLC	1/24/2018	1178	\$ 5,703.57	\$ -	\$ -	\$ -	\$ -	\$ 5,703.57	Liability has been satisfied and expunged. Claim amends proof of claim 1036 which has been satisfied pursuant to the 6th Notice of Claims Satisfied in Full [Docket No. 929].
LA- JEFFERSON PARISH SHERIFFS OFFC NEWELL NORMAND SHERIFF AND EX OFFICIO TAX COLLECTOR 1233 WESTBANK EXPWY STE B428 HARVEY LA 70058	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/5/2017	728	\$ -	\$ -	\$ -	\$ 389.64	\$ -	\$ 389.64	No balance outstanding per taxing authority's website.
NE- STATE TREASURER UNCLAIMED PROPERTY DIVISION MEAGHAN AGUIRRE 809 P ST LINCOLN NE 68508-1390	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/23/2017	555	\$ -	\$ -	\$ -	\$ -	Unliquidated	\$ -	No record of claim existence in Debtors' books and records. Documentation does not support claim.
OH- DEPT OF TAXATION BANKRUPTCY DIVISION PO BOX 530 COLUMBUS OH 43216	MAX RAVE, LLC	5/30/2017	623	\$ -	\$ -	\$ -	\$ 2,174.13	\$ 5,679.75	\$ 7,853.88	No record of claim existence in Debtors' books and records.
RICHAUDEAU*ASHLEY 10523 CALUMET DR SILVER SPRING MD 20901	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/8/2017	889	\$ -	\$ -	\$ -	\$ 2,536.00	\$ -	\$ 2,536.00	No record of claim existence in Debtors' books and records.
SAKS AND COMPANY LLC AKA SAKS INC LORD AND TAYLOR LLC ET AL NICHOLAS SAINT-MARTIN 698 LAWRENCE AVE W TORONTO ON M6A 3A5 CANADA	BCBG MAX AZRIA GROUP, LLC	6/9/2017	897	\$ -	\$ -	\$ -	\$ -	Unliquidated	\$ -	No record of claim existence in Debtors' books and records.

Schedule 3

ORDER GRANTING 18TH OMNIBUS OBJECTION - NO LIABILITY CLAIMS - BOOKS AND RECORDS

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Basis for Disallowance
				Secured	Admin	503(b)(9)	Priority	Unsecured		
SAKS AND COMPANY LLC AKA SAKS INC LORD AND TAYLOR LLC ET AL NICHOLAS SAINT-MARTIN 698 LAWRENCE AVE W TORONTO ON M6A 3A5 CANADA	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	898	\$ -	\$ -	\$ -	\$ -	Unliquidated	\$ -	No record of claim existence in Debtors' books and records.
SAKS INC AKA SAKS AND CO LLC LORD AND TAYLOR NICHOLAS SAINT-MARTIN 698 LAWRENCE AVE W TORONTO ON M6A 3A5	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	896	\$ -	\$ -	\$ -	\$ -	Unliquidated	\$ -	No record of claim existence in Debtors' books and records.
TX- GOOSE CREEK CONS ISD AND LEE COLLEGE DIST REID STRICKLAND AND GILLETTE LLP 4544 I-10 EAST PO BOX 809 BAYTOWN TX 77522	BCBG MAX AZRIA GROUP, LLC	8/22/2017	1089	\$ 236.08	\$ -	\$ -	\$ -	\$ -	\$ 236.08	No record of claim existence in Debtors' books and records.
TX- WOODLANDS ROAD UTILITY DISTRICT 1 PERDUE BRANDON FIELDER ET AL MICHAEL J DARLOW 1235 N LOOP WEST STE 600 HOUSTON TX 77008	BCBG MAX AZRIA GROUP, LLC	3/22/2017	75	\$ 1,518.70	\$ -	\$ -	\$ -	\$ -	\$ 1,518.70	No record of claim existence in Debtors' books and records.
YOUNIS*JACQUELINE 3718 W 224 ST TORRANCE CA 90505	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/6/2017	732	\$ -	\$ -	\$ -	\$ -	Unliquidated	Unliquidated	No record of claim existence in Debtors' books and records. No supporting documentation.

SCHEDULE 4

Schedule 4

ORDER GRANTING 18TH OMNIBUS OBJECTION - REDUCE - BOOKS AND RECORDS

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
CITY OF VERNON A/K/A VERNON GAS & ELECTRIC 4305 SANTA FE AVE VERNON CA 90058	BCBG MAX AZRIA GROUP, LLC	5/1/2017	314	\$ -	\$ -	\$ -	\$ -	\$ 199,348.25	\$ 199,348.25	\$ -	\$ -	\$ -	\$ -	\$ 94,012.20	\$ 94,012.20	Does not match Debtors' books and records.
COLLECTION XIIX LTD RALPH BERGMAN 1370 BROADWAY NEW YORK NY 10018	BCBG MAX AZRIA GROUP, LLC	3/23/2017	100	\$ -	\$ -	\$ -	\$ -	\$ 2,731,270.00	\$ 2,731,270.00	\$ -	\$ -	\$ -	\$ -	\$ 1,374,966.63	\$ 1,374,966.63	Does not match Debtors' books and records. Pre-petition claim reduced for pre-petition royalties owed to the Debtors.
HANA FINANCIAL INC WHITEFORD TAYLOR AND PRESTON LLC CHRISTOPHER M SAMIS 405 N KING ST STE 500 WILMINGTON DE 19801-3700	BCBG MAX AZRIA GROUP, LLC	8/11/2017	1069	\$ -	\$ -	\$ -	\$ -	\$ 1,883,923.99	Unliquidated	\$ -	\$ -	\$ -	\$ -	\$ 1,691,894.91	\$ 1,691,894.91	Does not match Debtors' books and Records.
IRON MOUNTAIN INFORMATION MANAGEMENT LLC 1 FEDERAL ST 7TH FLR BOSTON MA 2110	BCBG MAX AZRIA GROUP, LLC	6/7/2017	765	\$ 7,840.00	\$ -	\$ -	\$ -	\$ 244,464.28	\$ 252,304.28	\$ -	\$ -	\$ -	\$ -	\$ 244,464.28	\$ 244,464.28	Priority amounts paid via check 418099 on 3/21/2018.
MEGA LINK INTERNATIONAL HOLDINGS LTD WHITEFORD TAYLOR AND PRESTON LLC CHRISTOPHER M SAMIS 405 N KING ST STE 500	BCBG MAX AZRIA GROUP, LLC	6/7/2017	752	\$ -	\$ -	\$ -	\$ -	\$ 4,819,582.28	\$ 4,819,582.28	\$ -	\$ -	\$ -	\$ -	\$ 1,756,888.37	\$ 1,756,888.37	Does not match Debtors' books and records.
MS- DEPT OF REVENUE BANKRUPTCY SECTION POST OFFICE BOX 22808 JACKSON MS 39225-2808	MAX RAVE, LLC	3/17/2017	49	\$ -	\$ -	\$ -	\$ 47.20	\$ 37,797.32	\$ 37,844.52	\$ -	\$ -	\$ -	\$ -	\$ 37,797.32	\$ 37,797.32	Claim was reclassified pursuant to the Order Granting the 16th Omnibus Objection [Docket No. 968] Claim being reduced for priority portion
OR- CITY OF PORTLAND OFFICE OF THE CITY ATTORNEY 1221 SW 4TH AVE RM 430 PORTLAND OR 97204	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	4/4/2017	218	\$ -	\$ -	\$ -	\$ 2,366.12	\$ 2,206.00	\$ 4,572.12	\$ -	\$ -	\$ -	\$ -	\$ 2,206.00	\$ 2,206.00	Reduced for priority portion paid via check 150 on 5/18/2018
PR- DEPT OF TREASURY BANKRUPTCY SECTION PO BOX 9024140 SAN JUAN 00902-4140PUERTO RICO	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	5/23/2017	582	\$ -	\$ -	\$ -	\$ 5.51	\$ 13,196.28	\$ 13,201.79	\$ -	\$ -	\$ -	\$ -	\$ 13,196.28	\$ 13,196.28	Does not match Debtors' books and records.

SCHEDULE 5

Schedule 5

ORDER GRANTING 18TH OMNIBUS OBJECTION - RECLASSIFICATION

Name of Claimant	Debtor Name	Date Claim Filed	Claim Number	Asserted Claim Amount					Total	Modified Class					Basis for Reclassification	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Secured	Administrative	503(b)(9)	Priority	Unsecured		Modified Total
CT- TOWN OF TRUMBULL VINCENT M MARINO ESQ COHEN AND WOLF PC 657 ORANGE CTR RD ORANGE CT 6477	MAX RAVE, LLC	5/16/2017	476	\$ -	\$ -	\$ -	\$ 12,073.76	\$ -	\$ 12,073.76	\$ -	\$ -	\$ -	\$ -	\$ 12,073.76	\$ 12,073.76	Documentation does not provide sufficient evidence to support priority 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	3/19/2018	1186	\$ 5,660.64	\$ -	\$ -	\$ 5,660.64	\$0.00	\$5,660.64	\$ -	\$ -	\$ -	\$ -	\$ 5,660.64	\$ 5,660.64	No property upon which secured claim may attach. Not entitled to secured or priority status. Reclassify to general unsecured.
WASTE MANAGEMENT RMC JENNIFER AVILLA 2625 W GRANDVIEW STE 150 PHOENIX AZ 85023	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	8/28/2017	1099	\$ -	\$ 5,161.37	\$ -	\$ -	\$ -	\$ 5,161.37	\$ -	\$ -	\$ -	\$ -	\$ 5,161.37	\$ 5,161.37	Claim was reduced pursuant to Docket No. 968. Claim not entitled to administrative status. Reclassify to general unsecured.