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

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>RUNWAY LIQUIDATION HOLDINGS, LLC, et al.,<sup>1</sup></b>	:	<b>Case No. 17-10466 (SCC)</b>
	:	
<b>Debtors.</b>	:	<b>Jointly Administered</b>
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**ORDER GRANTING PLAN ADMINISTRATOR’S NINETEENTH  
OMNIBUS (NON-SUBSTANTIVE) OBJECTION TO CERTAIN  
CLAIMS (AMENDED, LATE FILED, NO LIABILITY AND 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**, **Schedule 3**, and **Schedule 4** 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 States*

<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, 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).

<sup>2</sup> 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 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.
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. Donlin Recano, the Debtors' noticing and claims agent, is authorized to update the Claims Register to reflect the relief granted in this Order.

7. 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.

8. 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**, and **Schedule 4** 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.

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

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

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

Dated: October 7, 2019  
New York, New York

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

**Schedule 1**

*Amended Claims*

Name of Claimant	Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount		Basis for Disallowance	Surviving Claim Number	Surviving Claim Amount	
				Unsecured	Total			Unsecured	Total
NM TAXATION AND REVENUE DEPARTMENT PO BOX 8575 ALBUQUERQUE, NM 87198-8575	MAX RAVE, LLC	6/19/2017	987	\$ 240.05	\$ 240.05	Claim has been amended by Surviving Claim	1196	\$ 109.05	\$ 109.05

**Schedule 2**

Claims Filed After the Bar Date

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount					Basis for Disallowance	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Total
CITY OF CLARKSVILLE PO BOX 928 CLARKSVILLE,TN 37041	MAX RAVE LLC FILED UNDER RUNWAY LIQUIDATION HOLDINGS, LLC	3/6/2019	1198	\$ 54.00				\$ 78.57	\$ 132.57	Claim filed after the Bar Date
CITY OF CLARKSVILLE PO BOX 928 CLARKSVILLE,TN 37041	MAX RAVE LLC FILED UNDER RUNWAY LIQUIDATION HOLDINGS, LLC	3/6/2019	1199	\$ 47.32				\$ 77.37	\$ 124.69	Claim filed after the Bar Date
CITY OF CLARKSVILLE PO BOX 928 CLARKSVILLE,TN 37041	MAX RAVE LLC FILED UNDER RUNWAY LIQUIDATION HOLDINGS, LLC	3/6/2019	1200	\$ 256.12				\$ 499.43	\$ 755.55	Claim filed after the Bar Date

**Schedule 3**

*No Liability Claims*

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount					Basis for Disallowance	
				Secured	Admin	503(b)(9)	Priority	Unsecured		Total
SILVEREED (HONG KONG) LIMITED KRAMER LEVIN NAFTALIS AND FRANKEL LLP ROBERT T SCHMIDT 1177 AVENUE OF THE AMERICAS NEW YORK NY 10036	BCBG MAX AZRIA GLOBAL HOLDINGS, LLC	6/9/2017	907		\$ 802.85		\$ -	\$ 9,070,249.45	\$ 9,071,052.30	Disallow per agreement with counsel

**Schedule 4**

*Reduced Claims*

Name of Claimant	Asserted Debtor	Date Claim Filed	Claim Number	Asserted Claim Amount			Basis for Modification	Modified Total				
				Admin	503(b)(9)	Unsecured		Total	Admin	503(b)(9)	Unsecured	Total
SILVEREED (HONG KONG) LIMITED KRAMER LEVIN NAFTALIS AND FRANKEL LLP ROBERT T SCHMIDT 1177 AVENUE OF THE AMERICAS NEW YORK NY 10036	BCBG MAX AZRIA GROUP, LLC	10/4/2017	1145	\$ 447,171.51			\$ 447,171.51	Allow in the reduced amount of \$60,000 as an administrative claim per agreement with counsel.	\$ 60,000.00			\$ 60,000.00