

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Chapter 11

APP WINDDOWN, LLC, *et al.*,¹

Case No. 16-12551 (BLS)

Debtors.

(Jointly Administered)

APP USA WINDDOWN, LLC,

Plaintiff,

Adv. Proc. No. 18-50427 (BLS)

vs.

SUN TRADE GROUP, INC. (d/b/a SUN
APPAREL),

Defendant.

APP WINDDOWN, LLC, *et al.*,

Plaintiff,

vs.

Advertising Specialties,
Clover Knits, Inc.,
FedEx Corporation dba FEDEX Parcel,
FedEx Trade Networks Transport & Brokerage, Inc.,
Flexo Converters USA, Inc.,
Furpile Idea SPA,
Iluna USA LLC,
Innovative Computing Systems, Incorporated,
Loomis Armored US, LLC,
Marsh USA Inc.,
Speer Associates,
Stericycle Environmental Solutions, Inc.,
Technical Connections, Inc.,
United Parcel Service, Inc. dba UPS,
Valencia's Cutting Service, Inc.,

Adv. Proc. No. 17-51577 (BLS)
Adv. Proc. No. 17-51710 (BLS)
Adv. Proc. No. 18-50084 (BLS)
Adv. Proc. No. 18-50086 (BLS)
Adv. Proc. No. 17-51681 (BLS)
Adv. Proc. No. 17-51640 (BLS)
Adv. Proc. No. 17-51660 (BLS)
Adv. Proc. No. 17-51729 (BLS)
Adv. Proc. No. 17-51592 (BLS)
Adv. Proc. No. 17-51740 (BLS)
Adv. Proc. No. 17-51651 (BLS)
Adv. Proc. No. 18-50114 (BLS)
Adv. Proc. No. 18-50117 (BLS)
Adv. Proc. No. 17-51767 (BLS)
Adv. Proc. No. 18-50046 (BLS)

Defendants.

¹ The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): APP Winddown, LLC (f/k/a American Apparel, LLC) (0601); APP USA Winddown, LLC (f/k/a American Apparel (USA), LLC) (8940); APP Retail Winddown, Inc. (f/k/a American Apparel Retail, Inc.) (7829); APP D&F Winddown, Inc. (f/k/a American Apparel Dyeing & Finishing, Inc.) (0324); APP Knitting Winddown, LLC (f/k/a KCL Knitting, LLC) (9518); and APP Shipping Winddown, Inc. (f/k/a Fresh Air Freight, Inc.) (3870). The address of each of the Debtors is 107 Millcreek Corners, Suite B, P O Box 5129, Brandon, MS 39047.

AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING ON OCTOBER 15, 2018, AT 11:00 A.M. (EASTERN TIME)

**Hearing Location: 824 N. Market St., 6th Floor, Courtroom #1,
Wilmington, DE 19801**

Before the Honorable Brendan L. Shannon

**PLEASE NOTE: AS DIRECTED BY THE COURT THE HEARING DATE AND TIME
HAVE BEEN CHANGED TO OCTOBER 15, 2018 AT 11:00 A.M.**

ADJOURNED MATTER:

1. *APP USA Winddown, LLC v Sun Trade Group, Inc. (d/b/a Sun Apparel)*, Adv. 18-50427
[Filed 5/9/18]

Response Deadline: June 9, 2018

Responses Received: None.

Related Documents:

- A. Complaint for Turnover of Property of the Estate [Filed 5/9/18] (Adv. Docket No. 1)
- B. Summons and Notice of Pretrial Conference [Filed 5/9/18] (Adv. Docket No. 2)

Status: The pretrial conference on this matter is being adjourned to a date to be determined.

FEE APPLICATION APPROVAL:

2. Interim Approval of Sixth Interim/Quarterly Fee Applications of Estate-Compensated Professionals

Responses Received: None.

Related Documents:

- A. See *Exhibit A*, attached hereto.
- B. Certification of Counsel Submitting Omnibus Order Approving Sixth Interim/Quarterly Fee Applications of Professionals [Filed 10/11/18] (Docket No. 1909)

² Amended items noted in bold.

C. [Signed] Omnibus Order Approving Sixth Interim/Quarterly Fee Applications of Professionals [Filed 10/11/18] (Docket No. 1913)

Status: **The Court has entered the order on this matter and it is now resolved.**

UNCONTESTED MATTERS UNDER CNO/COC:

3. Debtors' Eleventh Omnibus Objection (Substantive) to Certain (I) Insufficient Documentation Claims, (II) Misclassified Claims, and (III) Claims on Account of Equity Interests [Filed 9/14/18] (Docket No. 1875)

Response Deadline: October 9, 2018 at 4:00 p.m.

Responses Received:

- A. Response of Ohio Bureau of Workers' Compensation to Debtors' Eleventh Omnibus Objection (Substantive) to Certain (I) Insufficient Documentation Claims, (II) Misclassified Claims, and (III) Claims on Account of Equity Interests [Filed 9/21/18] (Docket No. 1881)
- B. Response to RSGF Granada Building, LLC to Debtors' Eleventh Omnibus Objection to Its Claim [Filed 10/9/18] (Docket No. 1900)
- C. Hudson 6922 Hollywood LLC's Response to Debtors' Eleventh Omnibus Objection to Its Claim [Filed 10/9/18] (Docket No. 1902)
- D. Informal Response to AIG Property Casualty Inc.
- E. Informal Response of City & County of San Francisco Tax Collector

Related Documents:

- A. Notice of Submission of Proofs of Claim in Connection with Debtors' Eleventh Omnibus Objection (Substantive) to Certain (I) Insufficient Documentation Claims, (II) Misclassified Claims, and (III) Claims on Account of Equity Interests [Filed 10/2/18] (Docket No. 1893)
- B. Certification of Counsel Regarding Debtors' Eleventh Omnibus Objection (Substantive) to Certain (I) Insufficient Documentation Claims, (II) Misclassified Claims, and (III) Claims on Account of Equity Interests [Filed 10/11/18] (Docket No. 1910)
- C. **[Signed] Order Granting Debtors' Eleventh Omnibus Objection (Substantive) to Certain (I) Insufficient Documentation Claims, (II) Misclassified Claims, and (III) Claims on Account of Equity Interests**

[Filed 10/11/18] (Docket No. 1912)

Status: This matter is being adjourned to the hearing scheduled for November 28, 2018 at 10:00 a.m. with respect to the responses at B, C, D and E above. This matter is resolved with respect to the Response of Ohio Bureau of Workers' Compensation. **The Court has entered the order sustaining the objection with respect to the remaining claims.**

4. Plaintiff's Sixth Motion for an Order Approving Settlements of Potential Avoidance Actions Pursuant to Fed. R. Bankr. P. 9019 [Filed 9/24/18] (Docket No. 1884)

Response Deadline: October 9, 2018 at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Certification of No Objection Regarding Plaintiff's Sixth Motion for an Order Approving Settlements of Potential Avoidance Actions Pursuant to Fed. R. Bankr. P. 9019 [Filed 10/10/18] (Docket No. 1907)

Status: A certification of no objection has been filed. No hearing is necessary unless the Court has questions.

5. Plaintiff's Seventh Motion for an Order Approving Settlements of Avoidance Actions Pursuant to Fed. R. Bankr. P. 9019 [Filed 9/24/18] (Docket No. 1885)

Response Deadline: October 9, 2018 at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Certification of No Objection Regarding Plaintiff's Seventh Motion for an Order Approving Settlements of Avoidance Actions Pursuant to Fed. R. Bankr. P. 9019 [Filed 10/10/18] (Docket No. 1908)
- B. **[Signed] Order Approving Plaintiff's Seventh Motion for an Order Approving Settlements of Avoidance Actions Pursuant to Fed. R. Bankr. P. 9019 [Filed 10/11/18] (Docket No. 1914)**

Status: **The Court has entered the order on this matter and it is now resolved.**

DISCLOSURE STATEMENT APPROVAL:

6. Debtors' Motion for an Order (I) Approving Disclosure Statement, (II) Approving the Form and Manner of Service of Disclosure Statement Notice, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Liquidation and (IV) Scheduling Hearing on Confirmation of Plan of Liquidation [Filed 6/26/18] (Docket No. 1762)

Response Deadline: July 10, 2018 at 4:00 p.m. Extended to July 11, 2018 for Chubb Companies, Arch Insurance Company and the Litigation Trustee. Extended to October 9, 2018 at 4:00 p.m.

Responses Received:

- A. Objection of U.S. Trustee to the Debtors Motion for an Order (I) Approving Disclosure Statement, (II) Approving the Form and Manner of Service of the Disclosure Statement Notice, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Liquidation and (IV) Scheduling a Hearing on Confirmation of Plan of Liquidation [Filed 7/10/18] (Docket No. 1778)
- B. Objection of the Chubb Companies to the Disclosure Statement for Joint Plan of Liquidation Proposed by the Debtors and Debtors In Possession [Filed 7/11/18] (Docket No. 1780)
- C. Litigation Trustee's Objection to the Disclosure Statement for the Joint Plan of Liquidation Proposed by the Debtors and Debtors in Possession [Filed 7/11/18] (Docket No. 1782)
- D. Objection of Arch Insurance Company to Debtors' Motion for an Order (I) Approving Disclosure Statement, (II) Approving the Form and Manner of Service of Disclosure Statement Notice, (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan of Liquidation and (IV) Scheduling Hearing on Confirmation of Plan of Liquidation [Filed 7/11/18] (Docket No. 1791)

Related Documents:

- A. Joint Plan of Liquidation Proposed by the Debtors and Debtors in Possession [Filed 6/12/18] (Docket No. 1746)
- B. Disclosure Statement for Joint Plan of Liquidation Proposed by the Debtors and Debtors in Possession [Filed 6/12/18] (Docket No. 1747)
- C. Notice of Adjournment of Hearing on Approval of Debtors' Disclosure Statement [Filed 7/13/18] (Docket No. 1796)

- D. Notice of Adjournment of Hearing on Approval of Debtors' Disclosure Statement [Filed 7/20/18] (Docket No. 1812)
- E. Notice of Filing of Clean and Blackline Versions of Amended Joint Plan of Liquidation Proposed by the Debtors and Debtors in Possession [Filed 9/7/18] (Docket No. 1863)
- F. Notice of Filing of Clean and Blackline Versions of: Disclosure Statement for Amended Joint Plan of Liquidation Proposed by the Debtors and Debtors in Possession [Filed 9/7/18] (Docket No. 1864)
- G. Re-Notice of Disclosure Statement Hearing [Filed 9/7/18] (Docket No. 1865)
- H. Notice of Filing of Clean and Blackline Versions of Second Amended Joint Plan of Liquidation Proposed by the Debtors and Debtors in Possession [Filed 10/12/18] (Docket No. 1915)**
- I. Notice of Filing of Clean and Blackline Versions of: Disclosure Statement for Second Amended Joint Plan of Liquidation Proposed by the Debtors and Debtors in Possession [Filed 10/12/18] (Docket No. 1916)**

Status: The objections of The U.S. Trustee and Arch Insurance Company have been resolved. **The Debtors have filed revised versions of the Second Amended Plan and Disclosure Statement.** This matter will go forward.

Dated: October 12, 2018
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Joseph M. Mulvihill

Laura Davis Jones (DE Bar No. 2436)
James E. O'Neill (DE Bar No. 4042)
Joseph M. Mulvihill (DE Bar No. 6061)
919 N. Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: ljones@pszjlaw.com
joneill@pszjlaw.com
jmulvihill@pszjlaw.com

and

JONES DAY

Scott J. Greenberg

Michael J. Cohen

250 Vesey Street

New York, NY 10281

Telephone: (212) 326-3939

Facsimile: (212) 755-7306

Email: sgreenberg@jonesday.com

mcohen@jonesday.com

Co-Counsel for the Debtors

and Debtors-in-Possession

EXHIBIT A

Jones Day, as

Lead Counsel to the Debtors and Debtors in Possession:

1. Combined Sixteenth Monthly and Sixth Interim Application of Jones Day for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors for the Period From February 1, 2018 through April 30, 2018 [Filed 6/26/18] (Docket No. 1763)

Response Deadline: July 17, 2018, at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Fifteenth Monthly Application of Jones Day for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors for the Period From February 1, 2018 Through March 31, 2018 [Filed 4/19/18] (Docket No. 1702)
- B. Certificate of No Objection (No Order Required) Regarding Fifteenth Monthly Application of Jones Day for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors for the Period From February 1, 2018 Through March 31, 2018 [Filed 5/11/18] (Docket No. 1723)
- C. Certification of No Objection Regarding Combined Sixteenth Monthly and Sixth Interim Application of Jones Day for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors for the Period From February 1, 2018 through April 30, 2018 [Filed 7/18/18] (Docket No. 1808)

Pachulski Stang Ziehl & Jones LLP, as

Co-Counsel and Conflicts Counsel to the Debtors and Debtors in Possession:

2. Sixth Quarterly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel and Conflicts Counsel to the Debtors for the Period From February 1, 2018 through April 30, 2018 [Filed 7/6/18] (Docket No. 1773)

Response Deadline: July 27, 2018, at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Sixteenth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel and Conflicts Counsel to the Debtors for the Period From February 1, 2018 Through February 28, 2018 [Filed 5/22/18] (Docket No. 1730)
- B. Certificate of No Objection (No Order Required) Regarding Sixteenth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel and Conflicts Counsel to the Debtors for the Period From February 1, 2018 Through February 28, 2018 [Filed 6/13/18] (Docket No. 1749)
- C. Seventeenth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel and Conflicts Counsel to the Debtors for the Period From March 1, 2018 Through March 31, 2018 [Filed 5/31/18] (Docket No. 1735)
- D. Certificate of No Objection (No Order Required) Regarding Seventeenth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel and Conflicts Counsel to the Debtors for the Period From March 1, 2018 Through March 31, 2018 [6/22/18] (Docket No. 1759)
- E. Eighteenth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel and Conflicts Counsel to the Debtors for the Period From April 1, 2018 through April 30, 2018 [Filed 7/2/18] (Docket No. 1767)
- F. Certificate of No Objection (No Order Required) Regarding Eighteenth Monthly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel and Conflicts Counsel to the Debtors for the Period From April 1, 2018 through April 30, 2018 [Filed 7/26/18] (Docket No. 1821)
- G. Certificate of No Objection Regarding Sixth Quarterly Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel and Conflicts Counsel to the Debtors for the Period From February 1, 2018 through April 30, 2018 [Filed 7/30/18] (Docket No. 1825)

**Resources Global Professionals, as
Claims Consultants to the Debtors and Debtors in Possession:**

3. Sixth Quarterly Application of Resources Global Professionals for Compensation and Reimbursement of Expenses as Claims Consultants for the Period from February 1, 2018 through April 30, 2018 [Filed 6/15/18] (Docket No. 1751)

Response Deadline: July 6, 2018, at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Fifteenth Monthly Fee Application of Resources Global Professionals for Payment of Compensation and Reimbursement of Fees and Expenses as Claims Consultants from the Period from February 1, 2018 through February 28, 2018 [Filed 3/15/18] (Docket No. 1656)
- B. Certificate of No Objection (No Order Required) Regarding Fifteenth Monthly Fee Application of Resources Global Professionals for Payment of Compensation and Reimbursement of Fees and Expenses as Claims Consultants from the Period from February 1, 2018 through February 28, 2018 [Filed 4/10/18] (Docket No. 1686)
- C. Sixteenth Monthly Fee Application of Resources Global Professionals for Payment of Compensation and Reimbursement of Fees and Expenses as Claims Consultants from the Period from March 1, 2018 through March 31, 2018 [Filed 4/16/18] (Docket No. 1698)
- D. Certificate of No Objection (No Order Required) Regarding Sixteenth Monthly Fee Application of Resources Global Professionals for Payment of Compensation and Reimbursement of Fees and Expenses as Claims Consultants from the Period from March 1, 2018 through March 31, 2018 [Filed 5/8/18] (Docket No. 1713)
- E. Seventeenth Monthly Fee Application of Resources Global Professionals for Payment of Compensation and Reimbursement of Fees and Expenses as Claims Consultants from the Period from April 1, 2018 through April 30, 2018 [Filed 5/15/18] (Docket No. 1726)
- F. Certificate of No Objection (No Order Required) Regarding Seventeenth Monthly Fee Application of Resources Global Professionals for Payment of Compensation and Reimbursement of Fees and Expenses as Claims Consultants from the Period from April 1, 2018 through April 30, 2018 [Filed 6/6/18] (Docket No. 1741)
- G. Certificate of No Objection Regarding Sixth Quarterly Application of Resources Global Professionals for Compensation and Reimbursement of Expenses as

Claims Consultants for the Period from February 1, 2018 through April 30, 2018
[Filed 7/9/18] (Docket No. 1775)

Cooley LLP, as

Lead Counsel to the Official Committee of Unsecured Creditors:

4. Combined Tenth Monthly and Sixth Interim Fee Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of APP Winddown, LLC, *et al.* for Compensation and Reimbursement of Expenses for the Monthly Period of March 1, 2018 through April 30, 2018 and (II) Interim Period of February 1, 2018 through April 30, 2018 [Filed 7/18/18] (Docket No. 1811)

Response Deadline: August 9, 2018, at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Ninth Monthly Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of APP Winddown, LLC, *et al.* for Compensation and Reimbursement of Expenses for the Period February 1, 2018 through February 28, 2018 [Filed 3/29/18] (Docket No. 1672)
- B. Certificate of No Objection (No Order Required) Regarding Ninth Monthly Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of APP Winddown, LLC, *et al.* for Compensation and Reimbursement of Expenses for the Period February 1, 2018 through February 28, 2018 [Filed 4/20/18] (Docket No. 1704)
- C. Certificate of No Objection Regarding Combined Tenth Monthly and Sixth Interim Fee Application of Cooley LLP, Lead Counsel to the Official Committee of Unsecured Creditors of APP Winddown, LLC, *et al.* for Compensation and Reimbursement of Expenses for the Monthly Period of March 1, 2018 through April 30, 2018 and (II) Interim Period of February 1, 2018 through April 30, 2018 [Filed 8/10/18] (Docket No. 1837)

Bayard, P.A., as

Co-Counsel to the Official Committee of Unsecured Creditors:

5. Combined Tenth Monthly and Sixth Interim Application of Bayard, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Monthly Period from March 1, 2018 through April 30, 2018 and Interim Period from February 1, 2018 through April 30, 2018 [Filed 7/30/18] (Docket No. 1823)

Response Deadline: August 20, 2018, at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Ninth Monthly Fee Application of Bayard, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from February 1, 2018 through February 28, 2018 [Filed 4/2/18] (Docket No. 1676)
- B. Certificate of No Objection (No Order Required) Regarding Ninth Monthly Fee Application of Bayard, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from February 1, 2018 through February 28, 2018 [Filed 4/23/18] (Docket No. 1705)
- C. Certificate of No Objection Regarding Combined Tenth Monthly and Sixth Interim Application of Bayard, P.A. for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the Monthly Period from March 1, 2018 through April 30, 2018 and Interim Period from February 1, 2018 through April 30, 2018 [Filed 8/21/18] (Docket No. 1847)

**ASK LLP, as
Special Counsel to the Debtors:**

- 6. Third Interim Fee Application of ASK LLP for Allowance of Compensation and Reimbursement of Expenses as Special Counsel for the Debtors for the Period of February 1, 2018 through April 30, 2018 [Filed 7/26/18] (Docket No. 1822)

Response Deadline: August 16, 2018, at 4:00 p.m.

Responses Received: None.

Related Documents:

- A. Second Compensation Report of ASK LLP for the Period February 1, 2018 through February 28, 2018 [Filed 3/14/18] (Docket No. 1652)
- B. Certificate of No Objection Regarding Second Compensation Report of ASK LLP for the Period February 1, 2018 through February 28, 2018 [Filed 4/6/18] (Docket No. 1682)
- C. Third Compensation Report of ASK LLP for the Period March 1, 2018 through March 31, 2018 [Filed 4/10/18] (Docket No. 1687)

- D. Fourth Compensation Report of ASK LLP for the Period April 1, 2018 through April 30, 2018 [Filed 5/21/18] (Docket No. 1729)
- E. Certificate of No Objection Regarding Fourth Compensation Report of ASK LLP for the Period April 1, 2018 through April 30, 2018 [Filed 6/20/18] (Docket No. 1757)
- F. Certificate of No Objection Regarding Third Interim Fee Application of ASK LLP for Allowance of Compensation and Reimbursement of Expenses as Special Counsel for the Debtors for the Period of February 1, 2018 through April 30, 2018 [Filed 8/17/18] (Docket No. 1844)