

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

In re:	:	
AMERICAN APPAREL, LLC, <i>et al.</i> , ¹	:	Chapter 11
Debtors.	:	Case No. 16-12551 (BLS)
	:	(Joint Administration Requested)
	:	

**NOTICE OF AGENDA FOR HEARING ON FIRST DAY MOTIONS
SCHEDULED FOR NOVEMBER 15, 2016 AT 9:00 A.M. (PREVAILING EASTERN
TIME), BEFORE THE HONORABLE BRENDAN L. SHANNON AT
THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF
DELAWARE, LOCATED AT 824 NORTH MARKET STREET, 6TH FLOOR,
COURTROOM NO. 1, WILMINGTON, DELAWARE 19801²**

**This agenda sets forth items in the order they appear in the first day motions binders
delivered to the Court. The status of each is set forth below.**

1. Voluntary Petitions:
 - A. American Apparel, LLC
 - B. American Apparel (USA), LLC
 - C. American Apparel Retail, Inc.
 - D. American Apparel Dyeing & Finishing, Inc.
 - E. KCL Knitting, LLC
 - F. Fresh Air Freight, Inc.

¹ The Debtors are the following six entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): American Apparel, LLC (0601); American Apparel (USA), LLC (8940); American Apparel Retail, Inc. (7829); American Apparel Dyeing & Finishing, Inc. (0324); KCL Knitting, LLC (9518); and Fresh Air Freight, Inc. (3870). The address of each of the Debtors is 747 Warehouse Street, Los Angeles, California, 90021.

² Any party who wishes to attend telephonically is required to make arrangements through CourtCall by telephone (866-582-6878) or by facsimile (866-533-2946).

First Day Declaration

2. Declaration of Mark Weinsten in Support of First Day Pleadings (Filed November 14, 2016) [DN 24]

Status: The Declaration will be relied upon as evidentiary support for the first day matters listed below.

First Day Administrative and Procedural Motions

3. Motion for Entry of an Order Directing the Joint Administration of the Debtors' Chapter 11 Cases (Filed November 14, 2016) [DN 2]

Status: This matter is going forward.

4. Debtors' Application for Appointment of Prime Clerk LLC as Claims and Noticing Agent *Nunc Pro Tunc* to the Petition Date (Filed November 14, 2016) [DN 12]

Status: This matter is going forward.

5. Motion for Entry of an Order (I) Authorizing the Debtors to Maintain and File a Consolidated Creditor Matrix, (II) Authorizing the Filing of a Consolidated List of Top 30 Unsecured Creditors, (III) Approving the Master Service List and (IV) Approving the Form and Manner of Notice of the Commencement of the Debtors' Chapter 11 Cases (Filed November 14, 2016) [DN 3]

Status: This matter is going forward.

First Day Motions Pertaining to Operations and Related Issues

6. Motion for an Order Authorizing the Debtors to Pay Certain Prepetition Taxes (Filed November 14, 2016) [DN 15]

Status: This matter is going forward.

7. Debtors' Motion Pursuant to Section 105 of the Bankruptcy Code for an Order (I) Confirming the Protections of Sections 362, 365 and 525 of the Bankruptcy Code and (II) Granting Related Relief (Filed November 14, 2016) [DN 10]

Status: This matter is going forward.

8. Motion for Entry of an Order Authorizing the Debtors to Pay Certain Prepetition Shipping and Related Obligations (Filed November 14, 2016) [DN 14]

Status: This matter is going forward.

9. Motion for Interim and Final Orders Establishing Adequate Assurance Procedures With Respect to Debtors' Utility Providers (Filed November 14, 2016) [DN 5]

Status: This matter is going forward for entry of an interim order.

10. Motion for an Order Authorizing the Debtors to (I) Maintain Certain Customer Programs and (II) Honor or Pay Related Prepetition Obligations to Their Customers (Filed November 14, 2016) [DN 6]

Status: This matter is going forward.

11. Motion for an Order Authorizing the Debtors to Continue Their Insurance Programs and Pay Related Obligations (Filed November 14, 2016) [DN 11]

Status: This matter is going forward.

12. Motion for an Order Authorizing the Debtors to Pay Prepetition Employee Wages, Benefits, and Related Items (Filed November 14, 2016) [DN 4]

Status: This matter is going forward.

13. Motion for Entry of Interim and Final Orders (I) Establishing Notice and Objection Procedures for Transfers of Equity Securities, and (II) Establishing a Record Date for Notice and Sell-Down Procedures for Trading in Claims Against the Debtors' Estates. (Filed November 14, 2016) [DN 16]

Status: This matter is going forward for entry of an interim order.

First Day Motion Pertaining to Financing and Cash Management

14. Motion for Interim and Final Orders (I) Approving the Continued Use of the Debtors' Cash Management System, Bank Accounts and Business Forms, (II) Approving on an Interim Basis, the Debtors' Deposit Guidelines and Extending Time to Comply with Section 345(b) of the Bankruptcy Code, (III) Approving Continuation of Ordinary Course Inter-Debtor Transactions, and (IV) Granting Related Relief (Filed November 14, 2016) [DN 13]

Status: This matter is going forward for entry of an interim order.

15. Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing Pursuant to 11 U.S.C. §§ 361, 362, 363(c), 363(e), 364(c), 364(d)(1), 364(e) and 507 and (B) Utilize Cash Collateral, (II) Granting Priming Liens, Priority Liens and Superpriority Claims to the DIP Secured Parties, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing Pursuant to Rules 4001(b) and (c) Of the Bankruptcy Rules and (V) Granting Related Relief (Filed November 14, 2016) [DN 17]

- A. Declaration of Mark Weinsten in Support of the Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing Pursuant to 11 U.S.C. §§ 361, 362, 363(c), 363(e), 364(c), 364(d)(1), 364(e) and 507 and (B) Utilize Cash Collateral, (II) Granting Priming Liens, Priority Liens and Superpriority Claims to the DIP Secured Parties, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing Pursuant to Rules 4001(b) and (c) Of the Bankruptcy Rules and (V) Granting Related Relief (Filed November 14, 2016) [DN 18]
- B. Declaration of Saul E. Burian in Support of Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing Pursuant to 11 U.S.C. §§ 361, 362, 363(c), 363(e), 364(c), 364(d)(1), 364(e) and 507 and (B) Utilize Cash Collateral, (II) Granting Priming Liens, Priority Liens and Superpriority Claims to the DIP Secured Parties, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing Pursuant to Rules 4001(b) and (c) Of the Bankruptcy Rules and (V) Granting Related Relief (Filed November 14, 2016) [DN 19]
- C. [REDACTED] Declaration of Beth D. Vogel in Support of Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing Pursuant to 11 U.S.C. §§ 361, 362, 363(c), 363(e), 364(c), 364(d)(1), 364(e) and 507 and (B) Utilize Cash Collateral, (II) Granting Priming Liens, Priority Liens and Superpriority Claims to the DIP Secured Parties, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing Pursuant to Rules 4001(b) and (c) Of the Bankruptcy Rules and (V) Granting Related Relief (Filed November 14, 2016) [DN 20]
- D. [SEALED] Declaration of Beth D. Vogel in Support of Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing Pursuant to 11 U.S.C. §§ 361, 362, 363(c), 363(e), 364(c), 364(d)(1), 364(e) and 507 and (B) Utilize Cash Collateral, (II) Granting Priming Liens, Priority Liens and Superpriority Claims to the DIP Secured Parties, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing Pursuant to Rules 4001(b) and (c) Of the Bankruptcy Rules and (V) Granting Related Relief (Filed November 14, 2016) [DN 22]
- E. Notice of Filing of Corrected Exhibit A to Proposed Inteirm Order to Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing Pursuant to 11 U.S.C. §§ 361, 362, 363(c), 363(e), 364(c), 364(d)(1), 364(e) and 507 and (B) Utilize Cash Collateral, (II) Granting Priming Liens, Priority Liens and Superpriority Claims to the DIP Secured Parties, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing

Pursuant to Rules 4001(b) and (c) of the Bankruptcy Rules and (V) Granting Related Relief (Filed November 14, 2016) [DI 32]

Status: This matter is going forward or entry of an interim order. The Declarations will be relied upon as evidentiary support for the financing motion.

16. Motion for an Order Authorizing the Debtors to File Under Seal Certain Portions of the Exhibits Attached to the Declaration of Beth D. Vogel in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Senior Secured Superpriority Financing Pursuant to 11 U.S.C. §§ 361, 362, 363(C), 363(E), 364(C), 364(D)(1), 364(E) and 507 and (B) Utilize Cash Collateral, (II) Granting Priming Liens, Priority Liens and Superpriority Claims to the DIP Secured Parties, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing Pursuant to Rules 4001(B) and (C) of the Bankruptcy Rules and (V) Granting Related Relief (Filed November 14, 2016) [DN 21]

Status: This matter is going forward.

17. Motion to Shorten Notice and Request to Schedule Hearing With Respect Approval of Bidding Procedures Regarding the Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Enter Into the Stalking Horse Purchase Agreement, (C) Approving Bid Protections, (D) Scheduling an Auction, (E) Approving the Form and Manner of Notice Thereof, (F) Approving Assumption and Assignment Procedures; And (G) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief (Filed November 14, 2016) [DN 23]

Status: The Court has indicated that the Order will be entered on this matter.

Matters to be Scheduled

18. Debtors' Motion for Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs, (II) Extending Time to File Reports of Financial Information or to Seek Modification of Such Reporting Requirement, and (III) Granting Related Relief (Filed November 14, 2016) [DN 9]
19. Debtors' Motion for an Order Establishing Procedures for (I) the Rejection of Executory Contracts and Unexpired Leases of Nonresidential Real Property, and (II) the Abandonment of Any Personal Property that Remains on the Premises (Filed November 14, 2016) [DN 8]

20. First Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Certain Unexpired Leases and Executory Contracts *Nunc Pro Tunc* to the Petition Date, and (II) Abandon Any Personal Property that Remains at the Leased Premises (Filed November 14, 2016) [DN 7]

Status: Matter Nos. 18 through 20 will be scheduled for a future hearing.

Dated: November 14, 2016
Wilmington, Delaware

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