

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

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| In re: | : | |
| | : | Chapter 11 |
| AMERICAN APPAREL, LLC, <i>et al.</i> , ¹ | : | |
| Debtors. | : | Case No. 16-12551 (BLS) |
| | : | |
| | : | (Jointly Administered) |
| | : | |
| | : | Related Docket Nos. 176 & 178 |

**SECOND AMENDED NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON DECEMBER 2, 2016, AT 11:30 A.M. (EASTERN TIME)**

NOTE: COURT HAS CHANGED HEARING TIME FROM 10:00 TO 11:30 A.M.

**Hearing Location: 824 N. Market St., 6th Floor, Courtroom #1,
Wilmington, DE 19801
Before the Honorable: Brendan L. Shannon²**

MATTER GOING FORWARD:

1. 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 11/14/16] (Docket No. 53)

Response Deadline: November 29, 2016 at 12:00 p.m. (*Extended for the Official Committee of Unsecured Creditors to 11/30/2016 at 5:00 p.m.*)

Responses Received:

- A. Informal Response from the United States Trustee

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).

- B. Limited Objection 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 (related document(s)53) Filed by Deutsche Asset & Wealth Management, Starwood Retail Partners LLC, GGP Limited Partnership, The Trustees of The University of Pennsylvania [Filed: 11/29/16] (Docket No. 170)
- C. Reservation of Rights of The Chubb Companies with Respect to 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 [Filed: 11/29/16] (Docket No. 171)
- D. Limited Objection by Color Image Apparel, Inc., to 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: 11/19/16] (Docket No. 174)

- E. Objection of the Official Committee of Unsecured Creditors to 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: 11/30/16] (Docket No. 180)**

Reply Deadline: December 1, 2016 at 12:00 p.m.

Replies Received: None to date.

Replies Filed:

- A. Debtors' Consolidated Reply to Objections to 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 12/01/16] (Docket No. 183)**

Related Documents:

- A. [Signed] Order Granting 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 11/15/16] (Docket No. 71)

Status: This matter will be going forward.

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Dated: **December 1**, 2016
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Laura Davis Jones

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Proposed Co-Counsel for the Debtors
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