

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
APP WINDDOWN, LLC, <i>et al</i> , ¹	Case No. 16-12551 (BLS)
Debtors.	(Jointly Administered)

NOTICE OF DISLCOSURE STATEMENT HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On June 12, 2018, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the Joint Plan of Liquidation of the Debtors and Debtors in Possession, dated June 11, 2018 (as it may be amended or modified, the “Plan”), and the Disclosure Statement (as it may be amended or modified, the “Disclosure Statement”) under section 1125 of title 11 of the United States Code (the “Bankruptcy Code”).

2. The Debtors intend to file a 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 (the “Motion”) seeking approval of the Disclosure Statement and approval of Solicitation Procedures and Confirmation Procedures (as such terms will be defined in the Motion) in connection with the Debtors’ pursuit of confirmation of the Plan.

3. A hearing to consider the approval of the Disclosure Statement and the other relief to be sought in the Motion (the “Disclosure Statement Hearing”) will be held before the Honorable Brendan L. Shannon, Chief United States Bankruptcy Judge, in Courtroom No. 1, Sixth Floor, at the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), 824 N. Market St., Wilmington, Delaware 19801 on July 17, 2018 at 10:00 a.m. (prevailing Eastern time).

4. Objections to approval of the Disclosure Statement or the other relief sought in the Motion, or proposed modifications to the Disclosure Statement, if any, must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection or proposed modification and provide the specific language of any proposed modification, where possible; and (d) be filed with the Bankruptcy Court and served on the following parties so that they are received no later than 4:00 p.m., prevailing Eastern Time, on July 10, 2018:(i) the Debtors, Bradley E. Scher, c/o Ocean Ridge Capital Advisors, LLC, 56 Harrison Street, Suite 203A, New Rochelle, New York, 10801; (ii) counsel to the Debtors, Jones Day, 250 Vesey St., New York, New York 10281, Attn: Scott J. Greenberg, Esq., Michael J. Cohen, Esq. and Genna L.

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.

Ghaul, Esq., and Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Laura Davis Jones, Esq. and James O'Neill, Esq.; (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801, Attn: Jane Leamy, Esq.; (iv) counsel to the Creditors' Committee, Cooley LLP, 114 Avenue of the Americas, New York, New York 10036 Attn: Seth Van Aalten, Esq. and Bayard, P.A., 222 Delaware Avenue, Suite 900, Wilmington, Delaware, 19801, Attn: Justin R. Alberto, Esq.; (v) counsel to Standard General, L.P. and its affiliates, Debevoise & Plimpton LLP, 919 Third Avenue, New York, New York, 10022, Attn: M. Natasha Labovitz and Craig A. Bruens, Esq., and Young Conaway Stargatt & Taylor, LLP, One Rodney Square, 1000 N. King St., Wilmington, Delaware, 19801, Attn: Edmon L. Morton, Esq.; (vi) counsel to the Committee of Lead Lenders, Milbank, Tweed, Hadley & McCloy LLP, 28 Liberty Ave., New York, New York 10005, Attn: Gerald Uzzi, Esq., Eric Stodola, Esq., and Matthew R. Koch, , and Fox Rothschild LLP, 919 N. Market St., Suite 300, Wilmington, Delaware 19801, Attn: Jeffrey M. Schlerf, Esq.; and (vii) counsel to Wilmington Trust, National Association, as Prepetition Agent, Covington & Burling LLP, 620 Eighth Avenue, New York, New York 10018, Covington & Burling, Attn: Ronald A. Hewitt, Esq. and Pepper Hamilton LLP, Hercules Plaza, Suite 5100, 1313 N. Market St., Wilmington, Delaware 19899, Attn: David M. Fournier, Esq.

5. In accordance with Bankruptcy Rule 3017(a), requests for copies of the Disclosure Statement, the Plan or the Motion may be made in writing to APP Winddown, LLC, APP Winddown, LLC Ballot Processing, c/o Prime Clerk, LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022 or by email at aaballots@primeclerk.com or by calling Prime Clerk toll free (US and Canada) only at: (844) 596-2261 or toll at: (914) 266-8242. Copies of the Disclosure Statement and the Plan are, and upon filing the Motion will be, available for review, without charge, via the internet at [cases.primeclerk.com/americanapparel](http://www.deb.uscourts.gov), or for a fee via PACER by visiting <http://www.deb.uscourts.gov>.

6. THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE PROPOSED DISCLOSURE STATEMENT IS APPROVED BY AN ORDER OF THE BANKRUPTCY COURT.

7. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing.

Dated: June 12, 2018

<p>PACHULSKISTANG ZTEHL & JONES LLP <u>/s/ Laura Davis Jones</u> <hr/> 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 PO 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</p>	<p>JONES DAY Scott J. Greenberg (admitted pro hac vice) Michael J. Cohen (admitted pro hac vice) Genna L. Ghaul (admitted pro hac vice) 250 Vesey New York, NY 10281 Telephone: (212) 326-3939 Facsimile: (212) 755-7306 (Email: sgreenberg@jonesday.com mcohen@jonesday.com gghaul@jonesday.com</p>
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