

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

In re:)	Chapter 11
)	
NINE WEST HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 18-10947 (SCC)
)	
Debtors.)	(Jointly Administered)
)	

NOTICE OF SALE BY AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”)² each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532, in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) on April 6, 2018.

PLEASE TAKE FURTHER NOTICE that on April 6, 2018, in connection with the proposed sale (the “Sale”) of substantially all of the assets of the Debtors’ “Nine West®”, “Bandolino®”, and associated brands (the “Purchased Assets”) to ABG-Nine West LLC (the “Stalking Horse Bidder”) or any other successful bidder (a “Successful Bidder”) at an auction for the Purchased Assets (the “Auction”), the Debtors filed a motion [Docket No. 20] (the “Motion”) seeking, among other things, the entry of an order approving (a) bidding procedures governing the Sale (the “Bidding Procedures”), (b) payment of the Bid Protections to the Stalking Horse Bidder in certain instances defined in the Stalking Horse APA, and (c) procedures for the assumption and assignment of executory contracts in connection with the Sale (the “Assumption Procedures”).

PLEASE TAKE FURTHER NOTICE that on May 7, 2018, the Bankruptcy Court entered an order [Docket No. 223] (the “Bidding Procedures Order”) granting certain of the relief sought in the Motion, including, among other things, approving (a) the Bidding Procedures, and (b) the Assumption Procedures.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Nine West Holdings, Inc. (7645); Jasper Parent LLC (4157); Nine West Management Service LLC (4508); Kasper Group LLC (7906); Kasper U.S. Blocker LLC (2390); Nine West Apparel Holdings LLC (3348); Nine West Development LLC (2089); Nine West Distribution LLC (3029); Nine West Jeanswear Holding LLC (7263); One Jeanswear Group Inc. (0179); and US KIC Top Hat LLC (3076). The location of the Debtors’ service address is: 1411 Broadway, New York, New York 10018.

² Capitalized terms used in this notice and not immediately defined have the meanings given to such terms in the Bidding Procedures (as defined herein).

Contact Persons for Parties Interested in Submitting a Bid

The Bidding Procedures set forth in detail the requirements for submitting a Qualified Bid, and any person interested in making an offer to purchase the Purchased Assets **must** comply strictly with the Bidding Procedures. **Only Qualified Bids will be considered by the Debtors.** Any persons interested in making an offer to purchase the Purchased Assets should contact:

Proposed Sale Process Investment Banker to Debtors	Proposed Counsel to Debtors
Consensus Advisory Services LLC 660 Madison Avenue, Suite 1600 New York, New York 10112 Attn: Michael A. O’Hara (212) 651-2135	Kirkland & Ellis LLP 300 North LaSalle Chicago, Illinois 60654 Attn: Steve Toth, Joseph M. Graham, and Alyssa B. Russell (312) 862-2000

Obtaining Information

Copies of the Bidding Procedures Order, the Bidding Procedures, and any other related documents are available upon request to Prime Clerk LLC, the Debtors’ notice and claims agent, by calling (855) 628-7533 within the United States or Canada or, outside of the United States or Canada, by calling +1 (917) 651-0324, or by visiting the Debtors’ restructuring website at: <https://cases.primeclerk.com/ninewest>.

Important Dates and Deadlines

1. The deadline to submit a Qualified Bid (the “Bid Deadline”) is **June 4, 2018, at 4:00 p.m., prevailing Eastern Time.**
2. The Auction for the Purchased Assets, if one is necessary, will commence at **10:00 a.m., prevailing Eastern Time on June 8, 2018,** or such other date as determined by the Bankruptcy Court, at the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022.
3. The deadline to file an objection with the Bankruptcy Court to the entry of an order approving the Sale (the “Sale Order”) is **June 12, 2018, at 4:00 p.m., prevailing Eastern Time** (the “Sale Objection Deadline”).
4. A hearing (the “Sale Hearing”) to consider the proposed Sale will be held before the Honorable Shelley C. Chapman of the Bankruptcy Court on **June 18, 2018, at 11:00 a.m., prevailing Eastern Time,** or such other date as determined by the Bankruptcy Court, at One Bowling Green, New York, New York 10004-1408.

Filing Objections to the Sale

Any objection to the Motion as it relates to the Sale must: (a) be in writing; (b) state with specificity the nature of such objection; (c) comply with the applicable provisions of the

Bankruptcy Rules, the Local Rules, and the Case Management Order; and (d) be filed with the Bankruptcy Court no later than the Sale Objection Deadline and served on:

Debtors	Proposed Counsel to Debtors
<p>Nine West Holdings, Inc. 1411 Broadway New York, New York 10018 Attn: Patricia Lind, General Counsel</p>	<p>Kirkland & Ellis LLP 300 North LaSalle Chicago, Illinois 60654 Attn: Steve Toth, Joseph M. Graham, and Alyssa B. Russell</p>
Counsel to the Stalking Horse Bidder	United States Trustee
<p>DLA Piper LLP 1251 6th Avenue New York, New York 10020 Attn: Rick Chesley and Ann Lawrence</p>	<p>Office of the United States Trustee Southern District of New York U.S. Federal Office Building 201 Varick Street, Room 1006 New York, New York 10014 Attn: Susan Arbeit and Brian Masumoto</p>
Counsel to the Prepetition ABL Agent and the DIP ABL Agent	Counsel to the Prepetition Secured TL Agent, the DIP Term Agent, and the Secured Lender Group
<p>Morgan, Lewis & Bockius LLP One Federal Street Boston, Massachusetts 02110-1726 Attn: Julia Frost-Davies, Esq. and Amelia C. Joiner, Esq. -and- Morgan, Lewis & Bockius LLP 101 Park Avenue New York, New York 10178 Attn: Matthew C. Ziegler, Esq.</p>	<p>Davis Polk & Wardwell LLP 450 Lexington Avenue New York, New York 10017 Attn: Marshall S. Huebner, Darren S. Klein, and Adam Shpeen</p>
Counsel to Brigade	Counsel to the Crossover Lender Group
<p>Kramer Levin Naftalis & Frankel LLP 1177 Avenue of the Americas New York, New York 10036 Attn: Douglas Mannal and Rachael Ringer</p>	<p>King & Spalding LLP 1185 Avenue of the Americas New York, New York 10036 Attn: Jeffrey D. Pawlitz and Michael R. Handler -and- King & Spalding LLP 444 West Lake Street, Suite 1650 Chicago, Illinois 60606 Attn: Bradley T. Giordano</p>
Counsel to Wilmington Savings Fund Society, FSB, as Indenture Trustee for the Debtors' Unsecured Notes Due 2034	Proposed Counsel to the UCC
<p>Kilpatrick Townsend & Stockton LLP The Grace Building 1114 Avenue of the Americas New York, New York 10036 Attn: David Posner and Kelly Movnihan</p>	<p>Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, New York 10036 Attn: Arik Preis, David Botter, and Jason Rubin</p>

Consequences of Failing to Timely File and Serve an Objection:

Any party or entity who fails to timely file and serve an objection to the Sale on or before the Sale Objection Deadline in accordance with the Bidding Procedures Order shall be forever barred from asserting any objection to the Sale of the Purchased Assets free and clear of liens, claims, encumbrances, and other interests effected thereunder.

No Successor or Transferee Liability

The Stalking Horse APA and proposed Sale Order provide that the Stalking Horse Bidder and/or Successful Bidder, if applicable, will have no responsibility for, and the Purchased Assets will be sold free and clear of, any successor liability, including the following: (a) any liability or other obligation of the Debtors' estates or related to the Purchased Assets other than as expressly set forth in the Stalking Horse APA; or (b) any claims against the Debtors, their estates, or any of their predecessors or affiliates. Except as expressly provided in the Sale Order or the Stalking Horse APA, the Stalking Horse Bidder or Successful Bidder shall have no liability whatsoever with respect to the Debtors' estates' (or their predecessors' or affiliates') respective businesses or operations or any of the Debtors' estates' (or their predecessors' or affiliates') obligations (as described below, "Successor Liability") based on any action taken in connection with the Sale, the assumption of the Assumed Liabilities (as defined in the Stalking Horse APA), or the continued operation of the Purchased Assets on any basis, including under any doctrines of successor, transferee, or vicarious liability (whether based on de facto merger, mere continuation, or any other basis or theory of liability), including (a) any past, present, or future liabilities of the Debtors or any of its affiliates to any shareholder, governmental entity, or person, (b) any past, present, or future liabilities of the Debtors or any of its affiliates arising out of any civil or criminal investigations or claims brought by any governmental entity, including the United States Attorney's Office or the Securities and Exchange Commission, seeking sanctions, penalties, restitution, disgorgement, or other amounts owed or that become owed, and (c) any past, present, or future claims of or liability associated with indemnity, advancement, reimbursement, or contribution of legal or other expenses incurred by current or former directors, officers, employees, agents, attorneys, or other representatives of the Debtors or its affiliates in connection with or arising out of any proceedings, including those referenced in sections (a) and (b) above.

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