

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

)	
In re:)	Chapter 11
)	
ALEX AND ANI, LLC, <i>et al.</i> , ¹)	Case No. 21-10918 (CTG)
)	
Debtors.)	(Jointly Administered)
)	

**SUPPLEMENTAL DECLARATION OF
JOSHUA A. SUSSBERG IN SUPPORT OF THE DEBTORS’
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JUNE 9, 2021**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, collectively, “Kirkland”).² I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted *pro hac vice* in the United States Bankruptcy Court for the District of Delaware. There are no disciplinary proceedings pending against me.

2. I submit this supplemental declaration on behalf of Kirkland (the “Supplemental Declaration”) in further support of the *Debtors’ Application for Entry of an Order Authorizing the*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each of the Debtors’ respective federal tax identification numbers, are as follows: Alex and Ani, LLC (8360); A and A Shareholding, Co., LLC (7939); Alex and Ani International, LLC (2247); Alex and Ani Retail, LLC (1227); Alex and Ani Assembly, LLC (3215); Alex and Ani California, LLC (6368); Alex and Ani Canada, LLC (3317); Alex and Ani Puerto Rico, LLC (1477); and Alex and Ani South Seas, LLC (8592). The Debtors’ headquarters and mailing address is: 10 Briggs Drive, East Greenwich, RI 02818.

² Capitalized terms used but not otherwise defined herein shall have the meaning as set forth in the Application.



Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 9, 2021 [Docket No. 130] (the “Application”), and to supplement the disclosures set forth in the *Declaration of Joshua A. Sussberg in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of June 9, 2021* (the “Original Declaration”) in accordance with Bankruptcy Rules 2014(a) and 2016(b). Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein.

3. As I stated in the Original Declaration, Kirkland searched its electronic database of representations for connections to parties in interest in these chapter 11 cases. Certain connections were disclosed in the Application.

Additional Disclosures

4. This Supplemental Declaration makes certain additional disclosures. As I stated in the Original Declaration, Kirkland currently represents, and in the past has represented, Lion Capital LLP and its related entities and/or portfolio companies (collectively, “Lion Capital”) on a variety of matters. Lion Capital indirectly owns approximately 58.75% of the equity interests in Debtor A and A Shareholding Co., LLC and 100% of the Debtors’ third lien facility, and, after consummation of the sale transactions contemplated under the Settlement Agreement (as defined in the Settlement Motion),³ approximately 65% of the Debtors’ first lien facility and approximately 65% of the Debtors’ second lien facility. Additionally, employees of Lion Capital currently serve on the Debtors’ board of directors.

³ The Settlement Agreement is further described in the *Debtors’ Motion for Entry of an Order (I) Approving the Settlement Agreement (II) Granting Related Relief*, filed on June 28, 2021 [Docket No. 128] (the “Settlement Motion”).

5. Kirkland has not represented, and will not represent, Lion Capital in connection with any matter in these chapter 11 cases during the pendency of these chapter 11 cases. Additionally, Kirkland has instituted formal screening measures to screen all Kirkland attorneys who have recently billed time to Lion Capital or other Lion Capital portfolio companies (the “Screened Attorneys”) from all aspects of Kirkland’s representation of the Debtors. Kirkland’s formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened Attorneys and protecting confidential information.

6. Under Kirkland’s screening procedures, Kirkland’s conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of Kirkland’s representation of the Debtors with the Screened Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland’s representation of the Debtors in a manner that avoids contact with the Screened Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Attorneys to the files or other information related to Kirkland’s representation of the Debtors; and (d) to avoid contact between the Screened Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland’s representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland’s electronic document managing system.

Affirmative Statement of Disinterestedness

7. Based on the conflicts searches conducted to date and described in the Original Declaration and herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an

interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Original Declaration and herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 15, 2021

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP