

**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)
)	

**THIRD 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”). 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 to practice in New York State Court, 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. On June 9, 2021, each of the above-captioned debtors and debtors in possession filed a petition in the United States Bankruptcy Court for the District of Delaware under chapter 11

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.



of title 11 of the United States Code. On June 28, 2021, the Debtors filed 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* [Docket No. 130] (the "Application")² pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Bankruptcy Rules, and the Local Rules.

3. In support of the Application, the Debtors filed 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*, which was attached to the Application as Exhibit B [Docket No. 130, Ex. B.] (the "Original Declaration").

4. On July 15, 2021, the Debtors filed the *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* [Docket No. 203] (the "First Supplemental Declaration").

5. On July 15, 2021, the Court entered the *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* [Docket No. 209].

6. On September 9, 2021, the Debtors filed the *Debtors' Omnibus Motion for Entry of an Order Authorizing the Debtors to File Under Seal the Names of Certain Confidential Parties in Interest Related to the Debtors' Professional Retention Applications* [Docket No. 407]

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

(the “Seal Motion”) seeking to seal the names of certain confidential potential M&A counterparties (the “Confidential Parties”) in the Professional Declarations (as defined therein).

7. On September 9, 2021, the Debtors filed the *Second 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* [Docket No. 409] (the “Second Supplemental Declaration,” and together with the Original Declaration and the First Second Supplemental Declaration, the “Prior Declarations”), which disclosed the names of the Confidential Parties and Kirkland’s connections to such parties under seal.

8. Pursuant to discussions with the U.S. Trustee and the Confidential Parties, the Debtors have agreed to withdraw the Seal Motion and disclose the names of the Confidential Parties.

9. I submit this supplemental declaration (this “Third Supplemental Declaration”) to disclose the Confidential Parties filed under seal in the Second Supplemental Declaration. Except as otherwise indicated herein, all facts stated in this Third Supplemental Declaration are based on my personal knowledge of Kirkland’s operations and finances, information learned from my review of relevant documents, and information supplied to me by Kirkland’s partners or employees. If called upon to testify, I could and would testify on that basis.

10. Attached hereto as **Schedule 1** are the Confidential Parties that were disclosed under seal in Schedule 1(d) attached to the Second Supplemental Declaration.

11. Attached hereto as **Schedule 2** are the the results of Kirkland’s conflicts searches of the Confidential Parties that were disclosed under seal in Schedule 2 attached to the Second

Supplemental Declaration. All current and prior representations of the parties identified on **Schedules 2** are in matters unrelated to the Debtors and these chapter 11 cases.

12. Bain Capital, LLC and/or certain of its affiliates were potential bidders for the Debtors' assets. Bain Capital, LLC and certain of its affiliates are clients of Kirkland and represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on August 31, 2021. Kirkland did not represent Bain Capital, LLC and/or any of its affiliates in connection with the Debtors' chapter 11 cases or in connection with their potential bid for the Debtors. I do not believe that any current or former representation of Bain Capital, LLC or its affiliates that are Kirkland clients precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

13. Based on the conflicts searches conducted to date and described in this Third Supplemental Declaration and the Prior Declarations, to the best of my knowledge and insofar as I have been able to ascertain, neither Kirkland nor any of its partners or associates has any connection with the Debtors or any party in interest in the chapter 11 cases except as disclosed or otherwise described in this Third Supplemental Declaration and in the Prior Declarations.

Affirmative Statement of Disinterestedness

14. Based on the conflicts search conducted to date and described 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 herein.

[Remainder of page intentionally left blank]

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: September 22, 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

SCHEDULE 1

Sale Parties

Bain Capital
Balmoral Funds LLC
Barings LLC
Baublebar Inc.
Centric Brands Inc.
Delos Capital
Fossil Group Inc.
Gemini Investors
Go Global Retail
H.I.G. Capital
Ivest Consumer Partners
L Catterton
Main Post Partners
Marquee Brands LLC
Movado Group Inc.
Saadia Direct
Second Avenue Capital Partners LLC
Terramar Capital
Vera Bradley Inc.
Walters & Mason Retail Inc.
WestView Capital Partners
WHP Global
World of Jeans & Tops Inc.

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Bain Capital	Ashish Kotecha Bain Capital Credit (Asia), LLC Bain Capital Credit LP Bain Capital Credit Ltd. Bain Capital Double Impact Bain Capital Double Impact Fund LP Bain Capital Europe, LLC Bain Capital Investors LLC Bain Capital Private Equity (Asia), LLC Bain Capital Private Equity (Europe) LLP Bain Capital Private Equity LP Bain Capital Public Equities Bain Capital Public Equity, LP Bain Gamma Limited James Hildebrandt Michel G.P. Plantevin Paul Edgerley Pavninder Singh Spa Holdings 3 Oy	Current Former Current Current Current Current Current Closed Current Current Current Former Closed Current Current Current Current Current Current
Balmoral Funds LLC	Balmoral Special Situations Fund III, L.P.	Current
Barings LLC	Baring Asset Management (Asia) Ltd. Barings Global Advisers Limited Barings LLC	Closed Closed Current
H.I.G. Capital	Bayside Capital BOF Holdings V LP H.I.G. Acquisition Corp. H.I.G. Advantage Buyout Fund LP H.I.G. Bayside Debt & LBO Fund II LP	Closed Current Current Closed Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	H.I.G. Bayside Loan Opportunity (Cayman) Fund II, L.P.	Current
	H.I.G. Bayside Loan Opportunity Fund II, L.P.	Current
	H.I.G. Capital International Advisors, LLP	Closed
	H.I.G. Capital LLC	Closed
	H.I.G. Capital Management Inc.	Current
	H.I.G. Capital Management, Inc.	Current
	H.I.G. Capital Partners II, L.P.	Current
	H.I.G. Capital Partners III, L.P.	Current
	H.I.G. Europe Capital Partners LP	Current
	H.I.G. European Capital Partners LLP	Current
	H.I.G. Middle Market LLC	Current
	H.I.G. Realty Partners	Current
	H.I.G. Venture Investments, L.P.	Current
	H.I.G. Venture Partners, L.P.	Current
	Lionbridge Technologies, Inc.	Current
Ivest Consumer Partners	IVEST Consumer Partners	Current
L Catterton	L Catterton L Catterton Asia 3 LP L Catterton Asia Acquisition Corp. L Catterton Asia Advisors L Catterton Singapore Pte Limited	Current Current Current Current Current
Marquee Brands LLC	CC Neuberger Principal Holdings I Sponsor LLC CC Neuberger Principal Holdings II CC Neuberger Principal Holdings IV Marquee Brands LLC NB Alternatives Advisers LLC Neuberger Berman Investment Advisers LLC	Current Current Current Current Current Former