

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

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

**SECOND SUPPLEMENTAL DECLARATION OF STEVEN J. REISMAN
IN SUPPORT OF DEBTORS’ APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF KATTEN MUCHIN
ROSENMAN LLP AS SPECIAL COUNSEL PURSUANT TO SECTIONS 327(e), 328(a),
AND 1107(b) OF THE BANKRUPTCY CODE EFFECTIVE AS OF JUNE 9, 2021**

Pursuant to Bankruptcy Rule 2014(a), I, Steven J. Reisman, hereby declare as follows:

1. I am a partner at the firm of Katten Muchin Rosenman LLP (“Katten”), which maintains offices for the practice of law at 575 Madison Avenue, New York, New York 10022, among other domestic and international offices. I am a member in good standing of the Bar of the State of New York, 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 in the above-captioned chapter 11 cases. There are no disciplinary proceedings pending against me.

2. On June 28, 2021, the Debtors filed the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Counsel Pursuant to Sections 327(e), 328(a), and 1107(b) of the Bankruptcy Code Effective as of June 9,*

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.



2021 [Docket No. 126] (the “Application”),² to employ and retain Katten as special counsel to render independent legal services on behalf of and at the sole direction of Lawrence H. Meyer and Scott Burger, comprising the restructuring committee (the “Restructuring Committee”) of the Board of Managers of A and A Shareholding Co., LLC.

3. In support of the Application, the Debtors filed the *Declaration of Steven J. Reisman in Support of Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Counsel Pursuant to Sections 327(e), 328(a), and 1107(b) of the Bankruptcy Code Effective as of June 9, 2021*, which was attached to the Application as Exhibit B [Docket No. 126, Ex. B] (the “Original Declaration”).

4. On July 15, 2021, the Court entered the *Order Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Counsel Pursuant to Section 327(e), 328(a), and 1107(b) of the Bankruptcy Code Effective as of June 9, 2021* [Docket No. 199].

5. 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] (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).

6. On September 9, 2021, the Debtors filed the *Supplemental Declaration of Steven J. Reisman in Support of Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Katten Muchin Rosenman LLP as Special Counsel Pursuant to Sections 327(e), 328(a), and 1107(b) of the Bankruptcy Code Effective as of June 9, 2021* [Docket No. 410] (the

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

“First Supplemental Declaration” and, together with the Original Declaration, the “Prior Declarations”), which disclosed the names of the Confidential Parties and Katten’s connections to such parties under seal.

7. Pursuant to discussions the Debtors’ lead counsel, Kirkland & Ellis LLP (“Kirkland”), had 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.

8. I submit this supplemental declaration (this “Second Supplemental Declaration”) to disclose the Confidential Parties filed under seal in the First Supplemental Declaration as well as one additional party in interest that Kirkland provided to Katten on September 21, 2021 (the “Sale Parties”), as set forth in **Schedule 1** attached hereto. Except as otherwise indicated herein, all facts stated in this Second Supplemental Declaration are based on my personal knowledge of Katten’s operations and finances, information learned from my review of relevant documents, and information supplied to me by Katten’s partners or employees. If called upon to testify, I could and would testify on that basis.

9. Attached hereto as **Schedule 2** are the results of Katten’s conflicts searches of the Sale Parties, including those that were disclosed under seal in **Schedule 2** attached to the First Supplemental Declaration. All current and prior representations of the parties identified on **Schedule 2** are in matters unrelated to the Debtors and these chapter 11 cases.

10. Based on the conflicts searches conducted to date and described in this Second Supplemental Declaration and the Prior Declarations, to the best of my knowledge and insofar as I have been able to ascertain, neither Katten 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 Second Supplemental Declaration and in the Prior Declarations.

Affirmative Statement of Disinterestedness

11. I do not believe that any of the representations or relationships set forth on **Schedule 2** would give rise to a finding that Katten represents or holds an interest adverse to the Debtors or their estates with respect to the services for which Katten has been retained.

12. Accordingly, to the best of my knowledge, Katten is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code, in that Katten: (a) is not a creditor, equity security holder, or insider of the Debtors; (b) was not, within two years before the date of filing of the Debtors’ chapter 11 petitions, a director, officer, or employee of the Debtors; and (c) does not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders.

13. Despite the efforts described above to identify and disclose Katten’s connections with the parties on **Schedule 1**, because Katten is an international law firm with hundreds of attorneys in several offices worldwide, and because the Debtors consist of corporate enterprises with numerous creditors and other relationships, I am unable to state with absolute certainty that every client or other connection has been disclosed.

14. Katten will review its client database periodically during the course of its engagement in these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Katten will use reasonable efforts to identify such further developments and will file promptly a supplemental declaration, as required by Bankruptcy Rule 2014(a).

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.

New York, New York
Dated: September 21, 2021

/s/ Steven J. Reisman
Steven J. Reisman
Partner
Katten Muchin Rosenman LLP

Schedule 1

Sale Parties

Bain Capital	Main Post Partners
Balmoral Funds	Marquee Brands
Barings	Movado Group, Inc. (NYSE: MOV)
Baublebar, Inc.	Saadia Direct
Centric Brands	Second Avenue Capital Partners
Delos Capital	Terramar Capital
Fossil Group, Inc. (NASDAQ: FOSL)	Vera Bradley, Inc. (NASDAQ: VRA)
Gemini Investors	Walters and Mason Retail
Go Global Retail	WestView Capital
H.I.G. Capital	WHP Global
Ivest Consumer Partners	World of Jeans & Tops dba Tillys
L Catterton	

SCHEDULE 2

Name of Entity Searched	Category	Status
Bain Capital	Sale Parties	Active client
Barings	Sale Parties	Active client
Gemini Investors	Sale Parties	Former client affiliate
H.I.G. Capital	Sale Parties	Active client affiliate
L Catterton	Sale Parties	Former client
Marquee Brands	Sale Parties	Active client
Movado Group, Inc. (NYSE: MOV)	Sale Parties	Former client
Terramar Capital	Sale Parties	Former client
WHP Global	Sale Parties	Former client