IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS HOUSTON DIVISION

In re:

AVAYA INC., et al.,¹

Chapter 11

Case No. 23-90088 (DRJ)

Reorganized Debtors.

(Jointly Administered)

SUPPLEMENTAL DECLARATION OF APARNA YENAMANDRA 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 FEBRUARY 14, 2023

I, Aparna Yenamandra, being duly sworn, state the following under penalty of perjury:

1. I am the president of Aparna Yenamandra, 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, "<u>Kirkland</u>"). 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 U.S. District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

2. I submit this supplemental declaration (the "<u>Supplemental Declaration</u>") in further 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*

¹ A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors' claims and noticing agent at <u>http://www.kccllc.net/avaya</u>. The location of Reorganized Debtor Avaya Inc.'s principal place of business and the Reorganized Debtors' service address in these chapter 11 cases is 350 Mount Kemble Avenue, Morristown, New Jersey 07960.



Debtors and Debtors in Possession Effective as of February 14, 2023 [Docket No. 285] (the "<u>Application</u>").² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Background

3. On February 14, 2023 (the "<u>Petition Date</u>"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

4. On March 9, 2023, the Debtors filed the Application. In support of the Application, the Debtors filed the *Declaration of Aparna Yenamandra 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 February 14, 2023* (the "Original Declaration") as Exhibit A to the Application.

5. On March 22, 2023, the Court entered an order granting the Application and authorizing the employment and retention of Kirkland as attorneys for the Debtors [Docket No. 341] (the "<u>Retention Order</u>").

6. I submit this Supplemental Declaration in support of the Application and to supplement the disclosures set forth in the Original Declaration in accordance with Bankruptcy Rules 2014(a) and 2016(b). Except as otherwise noted herein, all facts set forth herein are based upon my personal knowledge of Kirkland's practices and Kirkland's representation of the Debtors and information learned from my review of relevant documents and information supplied to me by other parties, including partners or employees of Kirkland. No one individual at Kirkland has personal knowledge of all of the facts set forth in this Supplemental Declaration.

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

Additional Disclosures

7. As set forth in the Original Declaration and herein, Kirkland in the past may have represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed in the Original Declaration and herein) to the Debtors and these chapter 11 cases. None of the representations set forth on <u>Schedule 2</u> and <u>Schedule 3</u> are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' parties in interest in matters unrelated to these chapter 11 cases.

8. Kirkland has searched its electronic database of representations for connections to parties in interest in these chapter 11 cases. Certain connections were disclosed in the Original Declaration. In addition to the entities searched and disclosed in the Original Declaration, Kirkland has searched its electronic database for the entities listed on <u>Schedule 1</u> attached hereto.

9. I have included in <u>Schedule 2</u> attached hereto the results of Kirkland's conflicts search of the entities on <u>Schedule 1</u> attached hereto.³ In addition, Kirkland re-ran searches in its electronic database for the entities that were previously reviewed in the Original Declaration. Any new client connections for entities identified in the Original Declaration are set forth on <u>Schedule 3</u> to this Supplemental Declaration. All current and prior representations of the parties

³ As referenced in <u>Schedule 2</u> and <u>Schedule 3</u>, the term "current" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in <u>Schedule 2</u> and <u>Schedule 3</u>, the term "former" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in <u>Schedule 2</u> and <u>Schedule 3</u>, the term "closed" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 36 months preceding the Petition Date. As referenced in <u>Schedule 2</u> and <u>Schedule 3</u>, the term "closed" means an entity listed as a client in Kirkland's conflicts search system to whom time was posted in the 36 months preceding the Petition Date but with respect to which the representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland's conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with "former" or "closed" clients for whom time was posted in the last 36 months but does not disclose connections if time was billed more than 36 months before the Petition Date.

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identified on <u>Schedule 2</u> and <u>Schedule 3</u> are in matters unrelated to the Debtors and these chapter 11 cases.

10. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in the Original Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental declarations unless the circumstances are such in the latter capacity that additional disclosure is required.

11. Of the entities listed in <u>Schedule 2</u> and <u>Schedule 3</u>, none represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on March 31, 2023.

Affirmative Statement of Disinterestedness

1. Based on the conflicts searches 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 in the Original Declaration and herein.

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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, information, and belief.

Dated: May 23, 2023

Respectfully submitted,

/s/ Aparna Yenamandra

Aparna Yenamandra as President of Aparna Yenamandra, P.C., as Partner of Kirkland & Ellis LLP; and as Partner of Kirkland & Ellis International LLP

SCHEDULE 1

List of Schedules

Schedule 1(a) **Category**

- Directors and Officers
- Notice of Appearance Objecting Parties Tax Authority Vendors 1(b)
- 1(c)
- 1(d)
- 1(e)

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SCHEDULE 1(a)

Directors and Officers

Carnevale, Vito Driscoll, Rich Helmy, Ahmed Howland, Kim Roof, Becky Sherwood, Tim Speed, Kevin Susic, Emir

SCHEDULE 1(b)

First Day Notice of Appearance

Abernathy Roeder Boyd & Hullett PC Ariba Inc. Brazos, County of (TX) Cohen Weiss & Simon LLP Comal, County of (TX) Concur Technologies Inc. Cypress-Fairbanks ISD (TX) CyrusOne LLC David Van Os & Associates PC Denton, County of (TX) Dykema Gossett PLLC Guadalupe, County of (TX) Jiang, Oliver K&L Gates LLP Linebarger Goggan Blair & Sampson LLP Lowenstein Sandler LLP McCreary Veselka Bragg & Allen PC Meyers Rodbell & Rosenbaum PA Midland Central Appraisal District (TX) Montgomery, County of (TX) Oklahoma, County of (OK), Treasurer O'Melveny & Myers LLP Perdue Brandon Fielder Collins & Mott LLP Pittsburgh, City of (PA), Comprehensive Municipal Pension Trust Fund Prince George's, County of (MD) Robbins Geller Rudman & Dowd LLP Saul Ewing LLP Settle & Pou PC Smith, County of (TX) Sprouse Law Firm PLLC Streusand Landon Ozburn & Lemmon LLP SuccessFactors Inc. Sybase Inc. Taylor County Central Appraisal District (TX) United States, Government of the, Department of Justice, Civil Division Weslaco Independent School District (TX) Weslaco, City of (TX) Wichita Falls Independent School District (TX) Wichita Falls, City of (TX) Wichita, County of (TX)

Woodlands Metro Center MUD, The Woodlands Road Utility District #1, The

SCHEDULE 1(c)

Objecting Parties

Aciksoz, Emre Barker, Greg Bensoussan, David Carter, Steve Clare, Joshua Cross, Justin R., Ph.D. Delev, Kalin Demirci, Enes Dewar, Raymond Dolhonde, Alex Esparza, Cesar Gall, Erik Giguere, Sylvain Hajzeraj, Ilir Ivancev, Mario Katzen, Erik Kearney, Mary Legaspi, Nikko Manrubia, Jonathan Martin, Mathew McDowell, Evan McIntosh, Mark Nakamoto, Al O'Connell, Tim Parkinson, Lewis Peters, Allen Rose, Eric Ruth, Anthony Salah, Tareq Sanaka, Shankar Seubert, Frank Shaffi, Syed Szenay, Nicholas Timmermans, Pieter Yarlagadda, Samba

SCHEDULE 1(d)

Tax Authority

Allen, City of (TX) Allen ISD (TX) Bell, County of (TX), Tax Appraisal District Cleveland, City of (OH), Division of Tax, Central Collection Agency Collin College El Paso, City of (TX) Ellis, County of (TX) Eagle Mountain-Saginaw Independent School District (TX) Frisco, City of (TX) Frisco Independent School District (TX) Grayson, County of (TX) Harris, County of (TX) Hidalgo, County of (TX) Hutchinson, County of (TX) Lubbock Central Appraisal District (TX) McAllen, City of (TX) McLennan, County of (TX) Midland, County of (TX) Plano Independent School District (TX) Plano, City of (TX) Potter, County of (TX) Smith, County of (TX) Tarrant, County of (TX) Victoria, County of (TX) Williamson, County of (TX)

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SCHEDULE 1(e)

<u>Vendors</u>

Avenu Insights & Analytics

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
CyrusOne LLC	CyrusOne Holdco LLC	Current
	KKR Asia Limited	Current
	KKR Credit Advisors (EMEA) LLP	Closed
	KKR Credit Advisors (US) LLC	Current
	KKR Financial Services Company LLC	Current
	KKR Real Estate Select Trust Inc.	Closed
	Kohlberg Kravis Roberts & Co. LP	Current
	Peter Stavros	Closed
	Terrence Ing	Current

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
AECOM	AECOM Capital	Current
Allied Universal Security Services LLC	David J. Sreter	Current
Smith & Williamson LLP		
Altafiber	Macquarie Asset Management Strategic Solutions LLC	Current
Cincinnati Bell Inc.	Macquarie Investment Management Business Trust	Current
Bain Capital LP	Bain Capital Tech Opportunities LP	Current
Bertelsmann Marketing Services India Pvt. Ltd.	FremantleMedia North America, Inc.	Current
Calabrio Inc. Ping Identity Proofpoint Quorum Cyber Security Ltd.	Thoma Bravo Europe Fund, LP	Current
Carlyle Group Inc., The RSA Security LLC Sedgwick Claims Management Service Inc. Veritas Technologies LLC	TCW Direct Lending VIII LLC	Current
Coupa	Coupa Colombia SAS	Current
1	Coupa Deutschland GmbH	Current
	Coupa Federal Inc.	Current
	Coupa Holdings LLC	Current
	Coupa Intermediate Holdings II LLC	Current
	Coupa Intermediate Holdings III LLC	Current
	Coupa Intermediate Holdings Inc.	Current
	Coupa Italy SRL	Current
	Coupa KK	Current
	Coupa Operations Inc.	Current
	Coupa Operations S de RL de CV	Current
	Coupa Parent GP LLC	Current
	Coupa Parent, LP	Current
	Coupa Software Australia Pty. Ltd.	Current
	Coupa Software Brazil Ltda.	Current
	Coupa Software Canada Inc.	Current

SCHEDULE 3

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Coupa Software DMCC	Current
	Coupa Software France	Current
	Coupa Software GK	Current
	Coupa Software Inc.	Current
	Coupa Software India Pvt. Ltd.	Current
	Coupa Software Pty. Ltd.	Current
	Coupa Software Spain SL	Current
	Coupa Software Sweden AB	Current
	Coupa Software Switzerland AG	Current
	Coupa Software UK Ltd.	Current
Eaton Vance Management	Red Oak Power LLC	Current
Morgan Stanley		
Euclid	Ashwin Krishnan	Current
Fidelity	Fidelity Investments	Current
Gainsight	Cheryl Cecchini Leahy	Current
Xactly		
Genuent LLC	INSPYR Solutions Holdings LP	Current
Latham Watkins	Robert T. Buday	Current
Paypal Holdings Inc.	PayPal Holdings Inc.	Current