

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

Background

3. On February 14, 2023 (the “Petition Date”), 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 “Retention Order”).

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 **Schedule 2** and **Schedule 3** 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 **Schedule 1** attached hereto.

9. I have included in **Schedule 2** attached hereto the results of Kirkland's conflicts search of the entities on **Schedule 1** 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 **Schedule 3** to this Supplemental Declaration. All current and prior representations of the parties

³ As referenced in **Schedule 2** and **Schedule 3**, 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 **Schedule 2** and **Schedule 3**, 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 **Schedule 2** and **Schedule 3**, 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 representation rather than its potential listing in Kirkland's conflicts search system. The list generated from 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.

identified on **Schedule 2** and **Schedule 3** 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 **Schedule 2** and **Schedule 3**, 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.

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

<u>Schedule</u>	<u>Category</u>
1(a)	Directors and Officers
1(b)	Notice of Appearance
1(c)	Objecting Parties
1(d)	Tax Authority
1(e)	Vendors

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)

SCHEDULE 1(e)

Vendors

Avenu Insights & Analytics

SCHEDULE 2

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

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