

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

)	
In re:)	Chapter 11
)	
AVAYA INC., <i>et al.</i> , ¹)	Case No. 23-90088 (DRJ)
)	
Reorganized Debtors.)	(Jointly Administered)
)	

**SUPPLEMENTAL DECLARATION
OF ROOPESH SHAH, SENIOR MANAGING
DIRECTOR OF EVERCORE GROUP L.L.C.,
IN SUPPORT OF THE DEBTORS’ APPLICATION FOR
ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF EVERCORE GROUP L.L.C. AS INVESTMENT
BANKER TO THE DEBTORS, EFFECTIVE AS OF FEBRUARY 14, 2023**

I, Roopesh Shah, declare, pursuant to Bankruptcy Rule 2014(a), that:

1. I am a Senior Managing Director of Evercore Group L.L.C. (“Evercore”). I am authorized to execute this declaration (this “Declaration”) on behalf of Evercore.

2. On March 9, 2023, the debtors in the above-captioned cases (before the Effective Date² of the Plan, collectively, the “Debtors,” and after the Effective Date of the Plan, collectively, the “Reorganized Debtors”) filed the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Evercore Group L.L.C. as Investment Banker to the Debtors*,

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 <http://www.kccllc.net/avaya>. 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the *Joint Prepackaged Plan of Reorganization of Avaya Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Technical Modifications)* [Docket No. 325] (as amended, supplemented, or otherwise modified from time to time, the “Plan”) or the Application (as defined herein), as applicable.



Effective as of February 14, 2023 [Docket No. 288] (the “Application”). My declaration in support of the Application was attached to the Application as Exhibit A (the “Initial Declaration”).

3. On March 22, 2023, the Court entered the *Order Authorizing the Retention and Employment of Evercore Group L.L.C. as Investment Banker to the Debtors, Effective as of February 14, 2023* [Docket No. 344].

4. In connection with the Application, I submit this supplemental declaration (this “Supplemental Declaration”) to provide additional disclosures in accordance with Bankruptcy Rule 2014(a).

5. Except as otherwise noted in this Supplemental Declaration, I have personal knowledge of the matters set forth herein or have been informed of the matters set forth herein by other professionals at Evercore.

6. As described in the Initial Declaration, during the 90 days immediately preceding the Petition Date, the Debtors paid Evercore \$19,270,508.66 in fees and expense reimbursements, which includes \$30,000.00 paid on account of anticipated expenses (the “Anticipated Expense Reserve”).

7. Since filing the Initial Declaration, Evercore has determined that the Debtors owe \$40,975.98 in unbilled prepetition expenses. Evercore has applied the Anticipated Expense Reserve to this amount. Evercore waives, and will not seek reimbursement from the Reorganized Debtors for, the remaining \$10,975.98 of prepetition expenses in excess of the Anticipated Expense Reserve.

8. Accordingly, except as otherwise set forth in this Supplemental Declaration and in the Initial Declaration, insofar as I have been able to determine, none of Evercore, I, nor any employee of Evercore who has worked or will work on the engagement, holds or represents any

interest adverse to the Debtors or their estates, and Evercore is a “disinterested person” as that term is defined in Bankruptcy Code section 101(14), as modified by section 1107(b) of the Bankruptcy Code, in that Evercore and its professionals and employees who will work on the engagement:

- a. are not creditors, equity security holders, or insiders of the Debtors;
- b. were 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. do not have an interest materially adverse to the interest of the Debtors’ estates or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

9. If Evercore discovers additional information that requires disclosure, Evercore will use reasonable efforts to file promptly supplemental disclosure with this Court 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.

Dated: May 23, 2023

/s/ Roopesh Shah

Roopesh Shah
Senior Managing Director
Evercore Group L.L.C.