

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
BCBG MAX AZRIA GLOBAL HOLDINGS, LLC, <i>et al.</i> , ¹)	Case No. 17-10466 (SCC)
)	
Debtors.)	(Jointly Administered)

**FIRST 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 *NUNC PRO TUNC* TO THE PETITION DATE**

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 the lead attorney 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 the United States District Courts for the Southern District of New York and the Northern District of Illinois. There are no disciplinary proceedings pending against me.

2. On February 28, 2017 (the "Petition Date"), each of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed a petition with the Court under

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: BCBG Max Azria Global Holdings, LLC (6857); BCBG Max Azria Group, LLC (5942); BCBG Max Azria Intermediate Holdings, LLC (3673); Max Rave, LLC (9200); and MLA Multibrand Holdings, LLC (3854). The location of the Debtors' service address is: 2761 Fruitland Avenue, Vernon, California 90058.

chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). On March 14, 2017, the Debtors filed an application to employ and retain Kirkland as counsel for the Debtors [Docket No. 132] (the “Application”) pursuant to sections 327(a) and 330 of the Bankruptcy Code, rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Bankruptcy Rules”).

3. Attached to the Application as Exhibit B was my declaration in support of the Application (the “Original Declaration”) attesting to, among other things, the disinterestedness of Kirkland. On March 29, 2017, 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 Nunc Pro Tunc to the Petition Date* [Docket No. 233] (the “Retention Order”).

4. In connection with the Application and the Retention Order, I submit this first supplemental declaration (this “First Supplemental Declaration”) to provide additional disclosures in accordance with Bankruptcy Rules 2014(a) and 2016(b) and as required under the Retention Order. This first Supplemental Declaration is submitted pursuant to section 1746 of title 28 of the United States Code. No one individual at Kirkland has personal knowledge of all of the facts set forth in this Supplemental Declaration. All facts set forth herein are based upon my personal knowledge of Kirkland’s practices and representation of the Debtors, information learned from my review of relevant documents, and/or information supplied to me by other members and employees of Kirkland. If called upon to testify, I would testify to the facts set forth herein on that basis.

Billing Rate Ranges

5. In the Original Declaration, I disclosed Kirkland’s billing rates in effect at that time for matters related to these chapter 11 cases. I also disclosed that that the billing rates are subject to periodic adjustments to reflect economic and other conditions. Pursuant to the Retention Order, Kirkland must provide notice of changes to its billing rates during these chapter 11 cases.

6. K&E partners, associates, and paraprofessionals join or leave K&E in the ordinary course of business. From time to time, such ordinary course practices result in a K&E professional or paraprofessional billing at a rate that falls outside of K&E’s firmwide billing rate ranges for U.S.-based professionals. K&E’s billing rates for U.S.-based professionals (reflecting the last arrival or departure of a K&E professional or paraprofessional that resulted in a change to the lower and/or upper end of K&E’s firmwide billing rate ranges) are as follows.²

Billing Category	Range
Partners	\$930 - \$1,745
Of Counsel	\$555 - \$1,745
Associates	\$555 - \$1,015
Paraprofessionals	\$215 - \$420

7. Going forward, K&E does not intend to update such billing rate ranges for such circumstances.

Additional Disclosures

8. In the Original Declaration, I stated that Kirkland would periodically review its files during the pendency of these chapter 11 cases and use its reasonable efforts to ensure that

² For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars it is possible that certain rates may exceed the billing ranges listed in the chart herein.

no conflicts or other disqualifying circumstances exist or arise. Consistent with these statements, Kirkland has continued to search its database for connections to parties identified in the Original Declaration.

9. Since the filing of the Original Declaration, Kirkland has completed searches of new entities (collectively, the “New Entities”) listed on **Schedule 1** attached hereto. These New Entities consist of entities listed on the Debtors’ Schedules of Assets and Liabilities, entities listed on the Debtors’ Statements of Financial Affairs, parties who have filed Notices of Appearance, the U.S. Trustee, and the unsecured creditors committee and their professionals that were not otherwise searched by Kirkland prior to the Original Declaration.³

10. **Schedule 2** attached hereto lists the client connections found as a result of Kirkland’s conflicts searches of the entities listed on **Schedule 1**.⁴ **Schedule 3** attached hereto lists the additional client connections found as a result of Kirkland’s conflicts searches of the entities previously listed on Schedule 1 attached to the Original Declaration. All current and prior Kirkland representations of the parties identified on **Schedule 2** and **Schedule 3** are in matters unrelated to the Debtors and these chapter 11 cases. For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed

³ Kirkland’s inclusion of parties in the following schedules is solely to illustrate Kirkland’s conflict search process and is not an admission that any party has a valid claim against the Debtors; it is also not an admission or acknowledgement of a conflict with any such entities.

⁴ As referenced in **Schedule 2** and **Schedule 3**, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to which time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2** and **Schedule 3**, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to which time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2** and **Schedule 3**, the term “closed client” 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 for 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 clients” 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.

on **Schedule 2** or **Schedule 3** that are current or ongoing clients of Kirkland unless Kirkland has an applicable waiver on file or first receives a waiver from such party allowing Kirkland to commence such an action.

No Conflicts or Other Disqualifying Circumstances

11. Based on the conflicts searches conducted to date and described in the Original Declaration and 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. All current and prior Kirkland representations of the parties identified in **Schedule 2** and **Schedule 3** are in matters unrelated to the Debtors and these cases.

Specific Disclosures

12. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors’ creditors, equity security holders, current or potential bidders, or other parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein 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 parties in interest in matters unrelated to these chapter 11 cases.

A. GPIM

13. As disclosed in the Original Disclosure, Kirkland currently represents Guggenheim Partners Investment Management, LLC (“**GPIM**”) with respect to regulatory and compliance issues regarding GPIM’s business as an investor advisor. This matter is unrelated to

the Debtors and these chapter 11 cases. Kirkland's representation of GPIM accounts for less than one percent of Kirkland's fee receipts for the twelve month period ending on May 31, 2017. Kirkland has not represented and will not represent GPIM or any of its affiliates, clients, or managed funds in connection with any matter in these chapter 11 cases. I do not believe that Kirkland's current representation of GPIM or any future un-related representations of GPIM and its affiliates present a conflict, but have disclosed the connections out of an abundance of caution.

B. Hilco

14. Kirkland currently represents Hilco Global and Hilco Merchant Resources, LLC (together, "Hilco") in connection with HHGregg, Inc.'s chapter 11 restructuring. This matter is unrelated to the Debtors and these chapter 11 cases. Kirkland's representation of Hilco accounts for less than one percent of Kirkland's fee receipts for the twelve month period ending on May 31, 2017. I do not believe that Kirkland's current representation of Hilco presents a conflict, but have disclosed the connection out of an abundance of caution.

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Continued Vigilance

15. Kirkland will continue to review its files periodically during the pendency of 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, Kirkland will use its reasonable efforts to identify any such further developments and will file a supplemental declaration as required by Bankruptcy Rule 2014(a) and the Retention Order, and as stated in the Original Declaration and herein.

Dated: June 24, 2017

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

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Creditors
1(b)	Litigants
1(c)	Notice of Appearance
1(d)	Professionals
1(e)	Purchasers
1(f)	U.S. Trustee
1(g)	Unsecured Creditors Committee

SCHEDULE 1(a)

Creditors

2Link Consulting Inc.	Connecticut, State of, Department of Revenue
4645 Fashion Valley Mall LLC	CPG Finance II LLC #462
4692 SPG Center LLC	CPG Mercedes LP #466
Ackermann & Tilajef PC	CPG Partners LP #406
Air Aroma USA District LLC	CPG Partners LP #415
Alabama, State of, Department of Revenue	CPG Partners LP #422
Albertville Premium Outlets	CPG Partners LP #461
Alcon Transport Inc.	CPI-Phipps LLC
Allred Maroko & Goldberg	Crocker Park LLC
American Express	Dallas Galleria #85
American Express Hotel	Damco Customs Services Inc.
American Light	Debellis, Catherine
AMTdirect	Debellis, Morreale
Andreini & Co.	Deloitte & Touche LLP
Apex Brokerage Co. Inc.	Desert Hills Premium Outlets
Aptos Canada Inc.	Destin Commons Phase III LP
Aretex Maglificio Aretex SpA	Dinin, Scott R., PA
Arizona, State of, Department of Revenue	Domain Mall LLC, The
Atelier Management	Dunbar Bankpak Inc.
Baton Rouge, City of (LA), Constable	eBay Enterprise Inc.
BCBG Canada	Eklecco LLC
Birmingham, City of (AL)	ENK International LLC
Bloom, Katherine Elaine	Epiq Infotech LLC
Bolton Construction LLC	Eureka M&M Sdn. Bhd.
Bose McKinney & Evans LLP	First Insight Inc.
Brand Assembly LLC, The	First Insurance Funding Corp.
California, State of, Board of Equalization	Florida, State of, Department of Revenue
California, State of, Employment Development Department	Folsom Premium Outlets
CAPREF Paseo LLC	Forman Sign Co. Inc.
Chaney Brooks & Co. LLC	Galleria at Fort Lauderdale
Chelsea Allen Development LP #425	Georgia, State of, Department of Labor
Chelsea Monroe Holdings LLC #498	Gerber Technology Inc.
Chelsea Pocono Finance LLC #456	Glendale Galleria #92
Chicago Premium Outlets LLC	Grand Canal Shoppes #56, The
Clinton Crossing Premium Outlets	Grand Products Manufacturing Ltd.
Colorado, State of, Department of Revenue, Taxpayer Service Division	Guam, Territory of, Department of Revenue
Colorado, State of, Manager of Finance, Department of Revenue, Treasury Division	Hand Baldachin & Amburgey LLP
Connecticut, State of, Commissioner of Revenue Services	Hawaii Medical Assurance Association
	Hawaii, State of, Department of Taxation
	Healthequity Inc.
	Hollywood Model Management Inc.
	HRDirect

Illinois, State of, Department of
Employment Security
Illinois, State of, Department of Revenue
Imi Miracle Mall LLC #51
Imi Miracle Mall LLC #645
Imi Miracle Mall LLC #96
Impression Entertainment Group
Indiana, State of, Department of Revenue
Jersey Shore Premium Outlets LLC
JRA HHF Venture LLC
Key Information Systems Inc.
Keystone Fashion Mall East
Kiaterry Textile Corp. Ltd.
Kierland Commons
Komar Apparel Supply
Kwanglim Trading Co. Ltd.
La Cumbre Plaza
Las Americas Premium Outlets LLC
Las Vegas Outlet Center
Leesburg Corner Premium Outlets
Lennox National Accounts Services LLC
Locale Lifestyle Magazine LLC
Lockton Insurance Brokers LLC
Login Consulting Services Inc.
Louisiana, State of, Department of Revenue
LVA4 Houston Greenstreet LP
Macerich SMP LP
Macerich Westride Pavillion Property LLC
Macerich Westside Pavillion LP
Major Model Management Inc.
Mall at Millenia Promotional Fund, The
Mall at Potmac Mills LLC #495
Marcum LLP
Maryland, State of, Comptroller, Revenue
Administration Division
Massachusetts, Commonwealth of,
Department of Revenue
Michigan, State of, Department of Treasury
Minnesota, State of, Department of Revenue
Mississippi, State of, Tax Commission
"Missouri, State of, Department of Revenue,
Taxation Bureau"
Nevada, State of, Department of Taxation
Nevada, State of, Employment Security
Division
New Blöod Agency AB

New Jersey, State of, Department of Labor
& Workforce Development
New Jersey, State of, Division of Taxation
New Mexico, State of, Taxation & Revenue
New Orleans, City of (LA)
New York Life Insurance Co.
New York, City of (NY), Department of
Finance
New York, State of, Department of Taxation
New York, State of, Employment Taxes
New York, State of, Sales Tax
North Carolina, State of, Department of
Revenue
North Georgia Premium Outlets
Nylon Media Inc.
Oakbrook Urban Venture LP
Office Designs
Ohio, State of, Attorney General
Ohio, State of, Department of Taxation
Old Orchard Urban LP #755
Optiv Security Inc.
Orange, County of (CA), Tax Collector
Osage Beach Premium Outlets
P.S Jewel
Pattern Textiles Ltd.
Pennsylvania, Commonwealth of,
Department of Revenue
Pennsylvania, Commonwealth of,
Unemployment Compensation
Perimeter Mall LLC
Phipps Plaza
Phoenix, City of (AZ)
Plante, Moniqua
Playnetwork Inc.
Plaza Frontenac
Plaza Las Americas Inc. #637
Plaza Las Americas Inc. #91
Prudential Insurance Co. of America
Puerto Rico, Government of, Corporacion
del Fondo del Seguro del Estado
Puerto Rico, Government of, Departamento
de Hacienda
Puerto Rico, Government of, Department of
Treasury
Queenstown Outlets LP
ReadyRefresh by Nestle

Republic Services #625
Roosevelt Field Mall
Rouse Fashion Show Management Inc. #606
Russ, August
Russ, Kabat
San Juan, City of (PR), Director of Finance
San Juan, Municipio de (PR)
San Marcos Premium Outlets LP
Santa Clara, County of (CA), Tax Collector
SC Fuels
Scottsdale, City of (AZ)
Service Channel.com Inc.
SGT Ltd.
Shanghai Shenda (Hong Kong) Co. Ltd.
Short Hills Associates #763
Silver Sands GL I LLC
Simon Chelsea Las Vegas Development
LLC
Simon Property Group (TX) LP
Simon Property Group Inc.
Simon Property Group LP
Simon Property Group LP (Mktg)
Sitrick Group LLC
South Carolina, State of, Department of
Revenue
South Coast Plaza #57
St. Augustine #438
St. Louis Premium Outlets LLC
Steel & Pepper Inc.
Taciak, Lynne E.
Taletelers Touch AB, The
Tampa Westshore Associates Ltd. #761
Tanger Outlets Deer Park LLC
Tanger Properties Ltd. #506
Taubman Auburn Hills Associates #501 LP
Taubman Cherry Creek Shopping Center
#759
Tennessee, State of, Department of Revenue
Texas, State of, Department of Revenue
Texas, State of, Workforce Commission
Thermal Air Conditioning Inc.
Town Center at Boca Raton, The
TRG IMP LLC #777
Triple-S Salud Inc.
Twelve Oaks Mall LLC #762
Unisan Products

Utah, State of, Tax Commission
Valencia Town Center Venture LP # 753
Virgin Islands, Territory of the, Bureau of
Internal Revenue
Virginia, Commonwealth of, Department of
Taxation
Vogani LLC
Wall Group Corp. New York, The
Washington, District of Columbia,
Government of
Washington, State of
Waterside Shops LLC
West Unified Communications Services Inc.
Whiz Integrated Systems Software Inc.
Wintex Knitwear Corp.
Wisconsin, State of, Department of Revenue
Woodlands Mall Associates LLC, The
WWDMagic Advanstar Communications
Yacht Haven Grande LLC

SCHEDULE 1(b)

Litigants

Angelika Schubert Inc.
Colorado, Edgardo A.
Columbia College Chicago
Ekelund, Paola
FameFlynet Inc.
Fashion Centre Associates LLC
Gomez, Andres
Grinblat, Ludmila
Gypsy05 Inc.
Keystone-Florida Property Holding Corp.
Luxottica Group SpA
Macerich La Cumbre LP
Moizel, Daniel
Murillo, Haxel
Nationwide Developers Inc.
Old Orchard Urban LP
Reed, Angelia
Robinson, Robynette
Simon Capital LP

SCHEDULE 1(c)

Notice of Appearance

4701 Santa Fe Avenue LLC	Klee Tuchin Bogdanoff & Stern LLP
Acadia Realty LP	Klestadt Winters Jureller Southard & Stevens LLP
Acadia Realty Trust	Kramer Levin Naftalis & Frankel LLP
Allen Independent School District (TX)	Kucker & Bruh LLP
Arlington Independent School District (TX)	Kurtzman Steady LLC
Baker Donelson Bearman Caldwell & Berkowitz PC	Lavelly & Singer PC
Ballard Spahr LLP	LeClairRyan
Bank of America NA	Linebarger Goggan Blair & Sampson LLP
BCBG Max Azria Global	Loudoun, County of (VA)
Bergdorf Goodman Inc.	Lubbock, City of (TX), Central Appraisal District
Bexar, County of (TX)	Macerich Co., The
Bialson Bergen & Schwab	Macy's Puerto Rico Inc.
Blank Rome LLP	Macy's Retail Holdings Inc.
Bloomington.com LLC	Malfitano Partners
Brown & Connery LLP	McAllen, City of (TX)
Buchanan Ingersoll & Rooney PC	McLennan, County of (TX)
Cameron, County of (TX)	Menter Rudin & Trivelpiece PC
Chiesa Shahinian & Giantomasi PC	Missouri, State of, Department of Revenue
Crowley Independent School District (TX)	Missouri, State of, Department of Revenue, Special Assistant Attorney General
Curtis Mallet-Prevost Colt & Mosle LLP	Montgomery, County of (TX)
Cypress-Fairbanks Independent School District (TX)	Nold Muchinsky PLLC
Dallas, County of (TX)	Nueces, County of (TX)
Federal Realty Investment Trust	Perdue Brandon Fielder Collins & Mott LLP
Forbes Co., The	PGIM Real Estate
Fort Bend, County of (TX)	PREIT Services LLC
Freeborn & Peters LLP	San Marcos Consolidated Independent School District (TX)
Frisco, City of (TX)	SB Buying Co. LLC
Frost Brown Todd LLC	Spector & Johnson PLLC
Galo Properties Inc.	Spring Branch Independent School District (TX)
Gordon Brothers Retail Partners LLC	Starwood Retail Partners LLC
Goulston & Storrs PC	Stempel Bennett Claman & Hochberg P.C.
Greenberg Taurig LLP	Tarrant, County of (TX)
Harris, County of (TX)	Taubman Co.
Hidalgo, County of (TX)	Texas, State of, Comptroller of Public Accounts
Hilco Merchant Resources LLC	Travis, County of (TX)
Holland & Knight LLP	Travis, County of (TX), Attorney
Iron Mountain Information Management LLC	Turnberry Associates
Ivan Grabowski PC	
Jaffe Ross & Light LLP	
Kelley Drye & Warren LLP	

United Parcel Service Inc.
Vector Security Inc.
Westfield LLC
Whiteford Taylor & Preston LLC

SCHEDULE 1(d)

Professionals

Orrick Rambaud Martel SCP

SCHEDULE 1(e)

Purchasers

GBG USA Inc.
Marquee Brands LLC

SCHEDULE 1(f)

U.S. Trustee

Masumoto, Brian S.

SCHEDULE 1(g)

Unsecured Creditors Committee

Coddy Global Ltd.
Dada Trading Co. Ltd
Gardenia Zuniga-Haro
GGP LP
Levinson, David
Pachulski Stang Ziehl & Jones LLP
Pepperjam, LLC
Silverreed (Hong Kong) Limited
Simon Property Group, Inc.
Tucker, Ronald M.
Zolfo Cooper LLC

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
American Express American Express Hotel	American Express Global Business Travel	Closed
Colorado, State of, Department of Revenue, Taxpayer Service Division Colorado, State of, Manager of Finance, Department of Revenue, Treasury Division	State of Colorado	Current
Columbia College Chicago	Martha Mabie Gardner	Former
Deloitte & Touche LLP	Deloitte Consulting LLP Deloitte LLP Deloitte Tax LLP	Current Current Current
Georgia, State of, Department of Labor	State of Georgia	Current
Hilco Merchant Resources LLC	Hilco Global Hilco Merchant Resources Hilco Real Estate LLC Hilco Receivables, LLC John Chen	Current Current Closed Current Closed
Illinois, State of, Department of Employment Security Illinois, State of, Department of Revenue	Governor Bruce V. Rauner and the Office of the Illinois Governor Illinois Executive Ethics Commission Illinois State Board of Education	Current Current Closed
New York, City of (NY), Department of Finance	New York City Commission on Human Rights New York City Family Court	Current Current
New York, State of, Department of Taxation New York, State of, Employment Taxes New York, State of, Sales Tax	New York State Senate	Closed
North Carolina, State of, Department of Revenue	North Carolina State Board of Elections	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Philip E. Berger, as a member of the North Carolina State Board of Elections State of North Carolina Timothy K. Moore, as a member of the North Carolina State Board of Elections	Current Current Current
Starwood Retail Partners LLC	Barry Sternlicht Co-SEIF Canada Investors II, L.P. Co-SEIF Canada Investors, L.P. Entathy, L.L.C. LNR Property Corp. SCG Hotel DLP, L.P. SEIF I Generation Investment-A, Inc. SEIF I Miscellaneous Power Investment-C, Inc. SEIF I Transmission Investment-B, Inc. SH Group Global IP Holdings, LLC Star/West Retail Fund, LP Starwood Capital Group Global, L.P. Starwood Capital Operations LLC Starwood Distressed Opportunity Fund IX Global, L.P. Starwood Distressed Opportunity Fund IX-1 International, L.P Starwood Distressed Opportunity Fund IX-1 U.S., L.P. Starwood Energy Group Global Starwood Energy Infrastructure Co-Invest Fund, L.P. Starwood Energy Infrastructure Fund II Starwood Energy Infrastructure Fund III Starwood Energy Infrastructure Fund, L.P.	Current Current Current Closed Closed Closed Closed Closed Closed Former Current Current Current Current Current Current Current Current Closed Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Starwood International Opportunity Fund IX Investor L.P. Starwood Oil and Gas Group Global, L.P. Starwood Retail Properties Starwood U.S. Opportunity Fund IX Investor L.P. Starwood UK Co-Invest, L.P.	Current Current Closed Current Current
United Parcel Service Inc.	Coyote Logistics, LLC United Parcel Service of America, Inc. United Parcel Service, Inc. UPS Ground Freight, Inc. UPS Supply Chain Solutions, Inc.	Former Closed Closed Closed Closed
West Unified Communications SE West Unified Communications Services Inc.	Thomas H. Lee Partners	Current
Wisconsin, State of, Department of Revenue	Wisconsin Legislature	Current

SCHEDULE 3

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
American Global Logistics LLC	NexPhase Capital Fund III, LP NexPhase Capital Fund III-A, LP NexPhase Capital Fund III-B, LP	Current Current Current
Aptos Canada Inc. Aptos Inc. Zensar Technologies Inc.	AEV AEVI AEVII APAX Excelsior VI, L.P. APAX Excelsior VI-A C.V. APAX Excelsior VI-B C.V. APAX IX EUR APAX IX USD APAX VIII EUR APAX VIII USD Patricof Private Investment Club III, L.P. SKM Equity Fund III, L.P. US VII	Current Current Current Current Current Current Current Current Current Current Current Current Current
Bank of America Bank of America NA	Heng Qu	Current
Bergdorf Goodman Inc. Neiman Marcus/Horchow	Ares European Real Estate Advisors IV, L.P. Bergdorf Goodman, Inc. Bergdorf Graphics, Inc. BergdorfGoodman.com, LLC BG Productions, Inc. Mariposa Borrower, Inc. Mariposa Intermediate Holdings LLC Mariposa Luxembourg I S.a.r.l. Mariposa Luxembourg II S.a.r.l. Matthew Cwiertnia Mytheresa.com GmbG	Current Current Current Current Current Current Current Current Current Current Current

	Nate Walton	Current
	Neiman Marcus Bermuda, L.P.	Current
	Neiman Marcus Group LTD LLC	Current
	NEMA Beverage Corporation	Current
	NEMA Beverage Holding Corporation	Current
	NEMA Beverage Parent Corporation	Current
	NM Bermuda, LLC	Current
	NM Financial Services, Inc.	Current
	NM Nevada Trust	Current
	NMG Asia Holdings Limited	Current
	NMG Asia Limited	Current
	NMG Germany GmbH	Current
	NMG Global Mobility, Inc.	Current
	NMG International, Inc.	Current
	NMGP, LLC	Current
	The Neiman Marcus Group LLC	Current
	Theresa Warenvertrieb GmbH	Current
	Worth Avenue Leasing Company	Current
Chesapeake System Solutions Inc. Fiverun Inc. Shopatron	Vista Equity Partners Fund VI, L.P.	Current
Cisco Systems Capital Corp.	Madhav Marathe Sanjib HomChaudhuri Sudhir Rao	Current Current Current
Gas Co. LLC, The Puget Sound Energy	Macquarie Infrastructure Management (Asia) Pty Limited, Singapore Branch	Current
Grande Communications	ABRY Advanced Securities Fund ABRY Advanced Securities Fund II ABRY Advanced Securities Fund III ABRY Heritage Partners ABRY Heritage Partners Co-Investment Fund ABRY Investment Partnerships ABRY Mezzanine Partners ABRY Partners IV ABRY Partners V ABRY Partners VI	Current Current Current Current Current Current Current Current Current Current

	ABRY Partners VII	Current
	ABRY Partners VII Co-Investment Fund	Current
	ABRY Partners VIII	Current
	ABRY Partners VIII Co-Investment Fund	Current
	ABRY Senior Equity Co-Investment Fund	Current
	ABRY Senior Equity II	Current
	ABRY Senior Equity II-A	Current
	ABRY Senior Equity III	Current
	ABRY Senior Equity III Co-Investment Fund	Current
	ABRY Senior Equity IV	Current
	ABRY Senior Equity IV Co-Investment Fund	Current
	ABRY Senior Equity V	Current
	ABRY Senior Equity V Co-Investment Fund	Current
	ABRY V Affiliated Partners	Current
Grande Communications TXU Energy	Strategic Office Partners	Current
Guam, Territory of, Department of Revenue Puerto Rico, Government of, Autoridad de Acueductos y Alcantarillados Puerto Rico, Government of, Autoridad de Energia Electrica Puerto Rico, Government of, Corporacion del Fondo del Seguro del Estado Puerto Rico, Government of, Departamento de Hacienda Puerto Rico, Government of, Department of Treasury United States, Government of the, Customs Service	Konstantina Diamantopoulos	Current

United States, Government of the, Department of the Interior, Fish & Wildlife Service		
United States, Government of the, Department of the Treasury		
United States, Government of the, Internal Revenue Service		
Virgin Islands, Territory of the, Bureau of Internal Revenue		
Optiv Security Inc.	KKR REPA AIV-2, L.P.	Current
TXU Energy	Optiv Inc.	Current
PG&E Corp.	Pacific Gas and Electric Company	Current
RGIS Holdings LLC	Blackstone Tactical Opportunities Advisors LLC	Current
	Gavin Power LLC	Current
	John-Paul Munfa	Current
Velocity Technology Solutions Inc.	Apollo Global Management, LLC	Current
	Apollo Investment Management	Current
	Apollo Management	Closed
	Apollo Management International LL	Current
Wells Fargo	NEC IX, LLC	Current
	NEC VIII, LLC	Current
	Norwest Equity Capital, LLC	Current
	Norwest Equity Partners VIII, LP	Current
	Norwest Venture Partners VI-A, LP	Current
	Norwest Venture Partners VII-A, LP	Current
	Norwest Venture Partners VIII, LP	Current
	Wachovia Capital Partners Secondary Fund	Current
	Wachovia Holdings Corporation	Current
	Wachovia Securities, LLC	Current
	Wells Fargo & Company	Current
	Wells Fargo Central Pacific Holdings, Inc.	Current