

**GIBSON, DUNN & CRUTCHER LLP**

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

In re:

Lumileds Holding B.V., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 22-11155 (LGB)

(Joint Administration Requested)

**VERIFIED STATEMENT OF THE AD HOC TERM LOAN LENDER GROUP  
PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), certain beneficial holders or the investment advisors or managers for certain beneficial holders as identified on Exhibit A hereto (collectively, the “**Ad Hoc Term Loan Lender Group**”) hereby submit this verified statement (this “**Verified Statement**”), and in support hereof state as follows:

1. In or around October 2019, the Ad Hoc Term Loan Lender Group was formed and retained attorneys currently affiliated with Gibson, Dunn & Crutcher LLP (“**Gibson Dunn**”) to

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Lumileds Holding B.V (Netherlands ID 4334), Aegletes B.V. (Netherlands ID 3591), Aurora Borealis B.V. (Netherlands ID 7602), Bright Bidco B.V. (Netherlands ID 6089), Lumileds Subholding B.V. (Netherlands ID 2394), Lumileds International B.V. (Netherlands ID 0244), Lumileds Netherlands B.V. (Netherlands ID 1724), Lumileds USA (Holding) Corp. (9936), Lumileds LLC (6012), and Luminescence Coöperatief U.A. (Netherlands ID 2661). The Debtors’ mailing address is 370 W. Trimble Road, San Jose, California 95131.

represent them as counsel in connection with a potential restructuring of the outstanding debt obligations of the above-captioned debtors (collectively, the “**Debtors**”) and certain of their subsidiaries and affiliates.

2. As of the date of this Verified Statement, Gibson Dunn represents (as that term is defined in Bankruptcy Rule 2019(a)(2)) the Ad Hoc Term Loan Lender Group, comprised of the beneficial holders or the investment advisors or managers for certain beneficial holders that are identified on **Exhibit A** hereto in their capacities as lenders under that certain First Lien Credit Agreement, dated as of June 30, 2017 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, including, without limitation, by that certain Incremental Assumption and Amendment No. 1, dated as of August 10, 2017, the Incremental Assumption Agreement and Amendment No. 2, dated as of February 1, 2018, the Amended and Restated First Lien Credit Agreement, dated as of February 1, 2018, the 2018 Incremental Assumption Agreement and Amendment No. 3, dated as of May 31, 2018, and the Amendment No. 4 to Credit Agreement, dated as of October 23, 2021, the “**Credit Agreement**” and the Term Loans and Revolving Facility Loans (each as defined in the Credit Agreement) made thereunder, the “**First Lien Loans**”), by and among Aurora Borealis B.V., as holdings, Bright Bidco B.V., as borrower, the lenders and issuing banks from time to time party thereto, and Deutsche Bank AG New York Branch, as administrative agent and collateral agent.

3. Gibson Dunn does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases. Gibson Dunn does not represent the Ad Hoc Term Loan Lender Group as a “committee” (as such term is used in the Bankruptcy Code and Bankruptcy Rules) and does not undertake to represent the interests of, and is not a fiduciary for, any creditor, party in interest, or other entity that has not signed a retention agreement with Gibson

Dunn. In addition, the Ad Hoc Term Loan Lender Group does not represent or purport to represent any other entities in connection with the Debtors' chapter 11 cases.

4. Upon information and belief formed after due inquiry, Gibson Dunn does not hold any disclosable economic interests (as that term is defined in Bankruptcy Rule 2019(a)(1)) in relation to the Debtors.

5. The names and addresses of each of the members of the Ad Hoc Term Loan Lender Group, together with the nature and amount of the disclosable economic interests held by each of them in relation to the Debtors, are set forth in Exhibit A attached hereto. The information set forth in Exhibit A is based on information provided to Gibson Dunn by the members of the Ad Hoc Term Loan Lender Group and is intended only to comply with Bankruptcy Rule 2019 and not for any other purpose.

6. The undersigned verifies that the foregoing is true and correct to the best of its knowledge.

7. Nothing contained in this Verified Statement is intended or shall be construed to constitute: (i) a waiver or release of the rights of any of the members of the Ad Hoc Term Loan Lender Group to have any final order entered by, or other exercise of the judicial power of the United States performed by, an Article III court; (ii) a waiver or release of the rights of any of the members of the Ad Hoc Term Loan Lender Group to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (iii) consent to the jurisdiction of the Court over any matter; (iv) an election of remedy; (v) a waiver of release of any rights of any of the members of the Ad Hoc Term Loan Lender Group may have to a jury trial; (vi) a waiver or release of the right to move to withdraw the reference with respect to any matter or proceeding that may be commenced in these chapter 11 cases against or otherwise

involving any of the members of the Ad Hoc Term Loan Lender Group; or (vii) a waiver or release of any other rights, claims, actions, defenses, setoffs or recoupments to which any of the members of the Ad Hoc Term Loan Lender Group are or may be entitled under the Credit Agreement , in law or in equity, applicable law or under any agreement or otherwise, with all such rights, claims, actions, defenses, setoffs or recoupments being expressly reserved in all respects.

8. The Ad Hoc Term Loan Lender Group, through its undersigned counsel, reserves the right to amend or supplement this Verified Statement in accordance with the requirements of the Bankruptcy Rule 2019 at any time in the future.

Dated: August 30, 2022  
New York, New York

Respectfully submitted,

**GIBSON, DUNN & CRUTCHER LLP**

/s/ Scott J. Greenberg

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*Counsel to the Ad Hoc Term Loan Lender Group*

**Exhibit A**

Client Name and Address	First Lien Loans <sup>1</sup>	Other Disclosable Economic Interests
<p>Anchorage Collateral Management, L.L.C., as collateral manager of certain of its managed funds</p> <p>Anchorage Capital Group, L.L.C., as investment manager of certain of its managed funds</p> <p>Anchorage Strategies Advisor, L.L.C., as investment manager of certain of its managed funds</p> <p>610 Broadway, 6th Floor New York, NY 10012</p>	<p>Term Loans: \$335,634,362.00</p> <p>Revolving Facility Loans: \$14,652,000.00 (\$16,700,000 committed)</p>	None.
<p>Avenue Capital Management II, L.P. and Avenue Europe International Management, L.P.</p> <p>11 West 42nd Street, 9th Floor New York, NY 10036</p>	Term Loans: \$59,446,601.77	None.
<p>Blackstone Liquid Credit Strategies LLC, solely on behalf of Bristol Park CLO, Ltd.</p> <p>345 Park Ave, 31st Floor New York, NY 10154</p>	Term Loans: \$1,747,796.08	None.
<p>Brigade Capital Management, LP</p> <p>399 Park Avenue New York, NY 10022</p>	Term Loans: \$21,925,002.11	None.
<p>Cerberus Capital Management LP, on behalf of funds and accounts managed or advised by it</p> <p>875 Third Avenue, 10th Floor New York, NY 10022</p>	Term Loans: \$74,282,439.31	None.

<sup>1</sup> Amounts listed on this **Exhibit A** represent aggregate interests held by, or held by funds or accounts managed or advised by, the listed entities or their respective affiliates, as applicable. Amounts listed on this **Exhibit A** do not include any claims for, without limitation, fees, expenses, accrued and unpaid interest, premiums, make-wholes or indemnification that may be owing under any credit agreement, indenture or other instrument, agreement or document. To the best of Gibson Dunn's knowledge, the information included herein is accurate as of close of business August 26, 2022 except as otherwise indicated herein.

Client Name and Address	First Lien Loans <sup>1</sup>	Other Disclosable Economic Interests
CIFC Asset Management LLC, as investment adviser for its discretionary funds and accounts  875 Third Avenue, 24th Floor New York, NY 10022	Term Loans: \$11,449,549.24	None.
Credit Suisse Loan Funding LLC; Credit Suisse Securities (USA) LLC  11 Madison Avenue, 4th Floor New York, NY 10010	Term Loans: \$5,057,622.62  Revolving Facility Loans: \$0 (\$7,900,000.00 committed)	None.
Deutsche Bank Securities Inc., solely with respect to the Distressed Products Group  One Columbus Circle, 7th Floor New York, NY 10019	Term Loans: \$30,064,119.14	None.
Eaton Vance Management as portfolio manager, investment sub-advisor and/or investment advisor of certain client accounts and/or funds  Two International Place, 9th Floor Boston, MA 02110	Term Loans: \$63,904,349.84	None.
MJX Asset Management on behalf of affiliated funds  12 East 49th Street, 38th Floor New York, NY 10017	Term Loans: \$26,476,570.13	None.
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by Nut Tree Capital Management, LP, or a subsidiary thereof  55 Hudson Yards, 22nd Floor New York, NY 10001	Term Loans: \$192,321,635.65	None.



Client Name and Address	First Lien Loans <sup>1</sup>	Other Disclosable Economic Interests
Nuveen Asset Management, LLC and Teachers Advisors, LLC, on behalf of funds and accounts managed or advised by it  8625 Andrew Carnegie Blvd. Charlotte, NC 28262	Term Loans: \$146,644,342.16 <sup>2</sup>	None.
Pictet Asset Management Limited  Moor House, 120 London Wall London, EC2Y 5ET, United Kingdom	Term Loans: \$31,838,501.00	None.
Sound Point Capital Management, L.P., as investment manager or advisor on behalf of certain funds and accounts  375 Park Avenue, 33rd Floor New York, NY 10152	Term Loans: \$50,070,141.29	None.
Vibrant Capital Partners, Inc.  350 Madison Avenue New York, NY 10017	Term Loans: \$26,847,757.65	None.
Voya Alternative Asset Management LLC  7337 East Doubletree Ranch Road Suite 100 Scottsdale, AZ 85258	Term Loans: \$24,465,940.00	None.

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<sup>2</sup> As of August 30, 2022.