

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AN Global, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Joint Administration Requested)

Re: Docket No. 6

**CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED
INTERIM ORDER (I) AUTHORIZING DEBTORS TO PAY (I) PREPETITION
EMPLOYEE OBLIGATIONS, (II) PREPETITION WITHHOLDING OBLIGATIONS,
AND (III) POSTPETITION EMPLOYEE OBLIGATIONS IN THE ORDINARY
COURSE, AND (B) AUTHORIZING BANKS TO HONOR RELATED TRANSFERS**

The undersigned hereby certifies as follows:

1. On August 28, 2023, the above-captioned debtors and debtors in possession (the “Debtors”) filed *the Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Pay (I) Prepetition Employee Obligations, (II) Prepetition Withholding Obligations, and (III) Postpetition Employee Obligations in the Ordinary Course, and (B) Authorizing Banks to Honor Related Transfers* [Docket No. 6] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”). Attached the Motion was, among other things, a

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number or registration number in the applicable jurisdiction, are: AN Global LLC (5504); AgileThought, Inc. (2509); 4th Source Holding Corp. (9629); 4th Source Mexico, LLC (7552); 4th Source, LLC (7626); AgileThought Brasil-Consultoria, Em Tecnologia LTDA (01-42); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Costa Rica S.A. (6822); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AgileThought Servicios Administrativos, S.A. de C.V. (4AG1); AgileThought Servicios México S.A. de C.V. (8MY5); AgileThought, S.A.P.I. de C.V. (No Tax ID); AGS Alpama Global Services USA, LLC (0487); AN Data Intelligence, S.A. de C.V. (8I73); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); AN USA (5502); AN UX, S.A. de C.V. (7A42); Cuarto Origen, S. de R.L. de C.V. (0IQ9); Entrepids México, S.A. de C.V. (OCYA); Entrepids Technology Inc. (No Tax ID); Facultas Analytics, S.A.P.I. de C.V. (6G37); Faktos Inc., S.A.P.I. de C.V. (3LLA); IT Global Holding LLC (8776); and QMX Investment Holdings USA, Inc. (9707). The Debtors’ headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.



proposed form of order approving the relief requested in the Motion on an interim basis (the “Proposed Interim Order”).

2. On August 29, 2023, the Court held a hearing (the “Hearing”) to consider, among other things, approval of the Motion on an interim basis. Consistent with the Court’s rulings at the Hearing and to resolve comments from the Office of the United States Trustee for the District of Delaware, the Debtors made certain revisions to the Proposed Interim Order that are incorporated in the revised proposed form of order attached hereto as **Exhibit 1** (the “Revised Proposed Interim Order”).

3. For the convenience of the Court and all parties in interest, a blackline of the Revised Proposed Interim Order against the Proposed Interim Order is attached hereto as **Exhibit 2**.

WHEREFORE, the Debtors respectfully request that the Revised Proposed Interim Order, attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

Remainder of page intentionally left blank.

Dated: August 29, 2023
Wilmington, Delaware

Respectfully submitted,

/s/ Jeremy W. Ryan

Jeremy W. Ryan (No. 4057)

R. Stephen McNeill (No. 5210)

Gregory J. Flasser (No. 6154)

Sameen Rizvi (No. 6902)

POTTER ANDERSON & CORROON LLP

1313 North Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

E-mail: jryan@potteranderson.com

rmcneill@potteranderson.com

gflasser@potteranderson.com

srizvi@potteranderson.com

and

Kathryn A. Coleman

Christopher Gartman

Jeffrey S. Margolin

Elizabeth A. Beitler

HUGHES HUBBARD & REED LLP

One Battery Park Plaza

New York, NY 10004-1482

Telephone: (212) 837-6000

Facsimile: (212) 422-4726

E-mail: katie.coleman@hugheshubbard.com

chris.gartman@hugheshubbard.com

jeff.margolin@hugheshubbard.com

elizabeth.beitler@hugheshubbard.com

Proposed Counsel for the Debtors and Debtors-in-Possession

EXHIBIT 1

(Revised Proposed Interim Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

AN GLOBAL LLC,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

Re: Docket No. 6

**INTERIM ORDER (A) AUTHORIZING DEBTORS TO PAY (I) PREPETITION
EMPLOYEE OBLIGATIONS, (II) PREPETITION WITHHOLDING OBLIGATIONS,
AND (III) POSTPETITION EMPLOYEE OBLIGATIONS IN THE ORDINARY
COURSE, AND (B) AUTHORIZING BANKS TO HONOR RELATED TRANSFERS**

Upon the motion (the “Motion”)² filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), pursuant to sections 105, 363, 503, 507(a)(4), 507(a)(5), 541, 1107 and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) and Bankruptcy Rules 6003 and 6004(h), seeking entry of an order: (a) authorizing, but not directing, the Debtors to continue to honor and pay (i) prepetition employee obligations as described more fully in the Motion, (ii) authorizing the Debtors to pay severance to certain non-insider, Employees; (iii) prepetition federal and state withholding obligations, (iv)

1. The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number or registration number in the applicable jurisdiction, are: AN Global LLC (5504); AgileThought, Inc. (2509); 4th Source Holding Corp. (9629); 4th Source Mexico, LLC (7552); 4th Source, LLC (7626); AgileThought Brasil-Consultoria, Em Tecnologia LTDA (01-42); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Costa Rica S.A. (6822); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AgileThought Servicios Administrativos, S.A. de C.V. (4AG1); AgileThought Servicios México S.A. de C.V. (8MY5); AgileThought, S.A.P.I. de C.V. (No Tax ID); AGS Alpama Global Services USA, LLC (0487); AN Data Intelligence, S.A. de C.V. (8I73); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); AN USA (5502); AN UX, S.A. de C.V. (7A42); Cuarto Origen, S. de R.L. de C.V. (0IQ9); Entrepids México, S.A. de C.V. (OCYA); Entrepids Technology Inc. (No Tax ID); Facultas Analytics, S.A.P.I. de C.V. (6G37); Faktos Inc., S.A.P.I. de C.V. (3LLA); IT Global Holding LLC (8776); and QMX Investment Holdings USA, Inc. (9707). The Debtors’ headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.

². Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

postpetition employee obligations in the ordinary course, and (b) authorizing all banks to honor the Debtors' prepetition transfers for payment of any of the foregoing and prohibiting banks from placing holds on, or attempting to reverse, any transfers on account of the foregoing; and upon the *Declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, in Support of First Day Relief*; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and it appearing that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, the Court hereby ORDERS that:

1. The relief requested in the Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, in their discretion, to continue to honor and pay all prepetition Employee Obligations in the ordinary course of business as they come due; provided, however, that payments made to any single Employee, Export or Independent Contractor on account of prepetition Employee Obligations pursuant to this Order on account of obligations incurred prior to the Petition Date shall not exceed \$15,150, except for amounts that the Debtors are obligated to pay to Employees at termination pursuant to applicable law, which the Debtors

are authorized to pay in full in the amounts required by such applicable law; provided further, however, that payments on account of prepetition Employee Obligations and prepetition amounts owing to the Exports and Independent Contractors shall not exceed \$7,000,000 pending entry of a final order.

3. The Debtors are authorized, in their discretion, to continue to honor and pay all Reimbursable Expenses, including any such prepetition expenses up to an aggregate amount of \$50,000 pending entry of a final order.

4. The Debtors are authorized, in their discretion, to honor and continue their programs, policies and practices, with respect to the Employee Obligations and Exports and Independent Contractors that were in effect as of the Petition Date, in the ordinary course of business.

5. The Debtors are authorized, in their discretion, to pay any obligations in connection with the Health Plans in the ordinary course of business, including any premiums or administrative fees.

6. All of the Debtors' banks are authorized to receive, process, honor and pay any and all checks or electronic transfers drawn on the Debtors' payroll and general disbursement accounts related to Employee Obligations, Reimbursable Expenses, and Exports, authorized by this Order, whether presented before or after the Petition Date, provided that sufficient funds are on deposit in the applicable accounts to cover such payments.

7. To the extent that any employment or related agreements may be deemed executory contracts within the meaning of section 365 of the Bankruptcy Code, the Debtors do not at this time seek authority to assume such contracts, and no relief is granted in respect thereof.

8. The Debtors are authorized, but not directed, to pay severance to non-insiders in the ordinary course of business up to a cap of \$3,300,000 in the aggregate, as described in the Motion, subject to the entry of a final order.

9. Nothing in this Order shall be deemed to authorize any payment, including amounts for bonuses, incentives, or severance, to insiders of the Debtors or that are otherwise subject to sections 503(c)(1) or 503(c)(2) of the Bankruptcy Code.

10. Notwithstanding anything to the contrary herein, the Debtors are authorized to pay all Payroll Taxes to the applicable taxing authorities; provided that, for the avoidance of doubt, nothing in this Order is authorizing the Debtors to pay any past due taxes.

11. Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

12. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

14. A final hearing to consider the relief requested in the Motion shall be held on **October 4, 2023 at 2:00 p.m. (Prevailing Eastern Time)** and any objections or responses to the Motion shall be in writing, filed with the Court, and served so as to be actually received by: (i) the U.S. Trustee; (ii) the proposed attorneys for the Debtors; (iii) counsel to the Administrative Agent; and (iv) attorneys for any official committee then-appointed in these cases, on or prior to **September 14, 2023 at 4:00 p.m. (Prevailing Eastern Time)**. If no objections are filed to the Motion, the Court may enter the final order without further notice or hearing.

15. The Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

EXHIBIT 2

(Blackline)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

AN GLOBAL LLC,¹

Debtors.

Chapter 11

Case No. 23-11294 (~~—~~[JKS](#))

(Jointly Administered)

Re: ~~D.I. —~~[Docket No. 6](#)

**INTERIM ORDER (A) AUTHORIZING DEBTORS TO PAY (I) PREPETITION
EMPLOYEE OBLIGATIONS, (II) PREPETITION WITHHOLDING OBLIGATIONS,
AND (III) POSTPETITION EMPLOYEE OBLIGATIONS IN THE ORDINARY
COURSE, AND (B) AUTHORIZING BANKS TO HONOR RELATED TRANSFERS**

Upon the motion (the “Motion”)² filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), pursuant to sections 105, 363, 503, 507(a)(4), 507(a)(5), 541, 1107 and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) and Bankruptcy Rules 6003 and 6004(h), seeking entry of an order: (a) authorizing, but not directing, the Debtors to continue to honor and pay (i) prepetition employee obligations as described more fully in the Motion, (ii) authorizing the Debtors to pay

-
1. ~~A complete list of the~~The Debtors in these ~~chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.keelle.net/AgileThought>~~Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number or registration number in the applicable jurisdiction, are: AN Global LLC (5504); AgileThought, Inc. (2509); 4th Source Holding Corp. (9629); 4th Source Mexico, LLC (7552); 4th Source, LLC (7626); AgileThought Brasil-Consultoria, Em Tecnologia LTDA (01-42); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Costa Rica S.A. (6822); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AgileThought Servicios Administrativos, S.A. de C.V. (4AG1); AgileThought Servicos México S.A. de C.V. (8MY5); AgileThought, S.A.P.I. de C.V. (No Tax ID); AGS Alpama Global Services USA, LLC (0487); AN Data Intelligence, S.A. de C.V. (8I73); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); AN USA (5502); AN UX, S.A. de C.V. (7A42); Cuarto Origen, S. de R.L. de C.V. (0IQ9); Entrepids México, S.A. de C.V. (OCYA); Entrepids Technology Inc. (No Tax ID); Facultas Analytics, S.A.P.I. de C.V. (6G37); Faktos Inc., S.A.P.I. de C.V. (3LLA); IT Global Holding LLC (8776); and QMX Investment Holdings USA, Inc. (9707). The Debtors’ ~~address is~~headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, ~~TX~~Texas 75039.

- ². Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

severance to certain non-insider, Employees; (iii) prepetition federal and state withholding obligations, (iv) postpetition employee obligations in the ordinary course, and (b) authorizing all banks to honor the Debtors' prepetition transfers for payment of any of the foregoing and prohibiting banks from placing holds on, or attempting to reverse, any transfers on account of the foregoing; and upon the *Declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, in Support of First Day Relief*; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and it appearing that venue of these Chapter 11 Cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, the Court hereby ORDERS that:

1. The relief requested in the Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are authorized, in their discretion, to continue to honor and pay all prepetition Employee Obligations in the ordinary course of business as they come due; provided, however, that payments made to any single Employee, ~~Temporary Employee~~ [Export](#) or Independent Contractor on account of prepetition Employee Obligations pursuant to this Order

on account of obligations incurred prior to the Petition Date shall not exceed \$15,150, except for amounts that the Debtors are obligated to pay to Employees at termination pursuant to applicable law, which the Debtors are authorized to pay in full in the amounts required by such applicable law; provided further, however, that payments on account of prepetition Employee Obligations and prepetition amounts owing to the ~~Temporary—Employees~~Exports and Independent Contractors shall not exceed \$7,000,000 pending entry of a final order.

3. The Debtors are authorized, in their discretion, to continue to honor and pay all Reimbursable Expenses, including any such prepetition expenses up to an aggregate amount of \$50,000 pending entry of a final order.

4. The Debtors are authorized, in their discretion, to honor and continue their programs, policies and practices, with respect to the Employee Obligations and ~~Temporary Employees~~Exports and Independent ~~Contractor~~Contractors that were in effect as of the Petition Date, in the ordinary course of business.

5. The Debtors are authorized, in their discretion, to pay any obligations in connection with the Health Plans in the ordinary course of business, including any premiums or administrative fees.

6. All of the Debtors' banks are authorized to receive, process, honor and pay any and all checks or electronic transfers drawn on the Debtors' payroll and general disbursement accounts related to Employee Obligations, Reimbursable Expenses, and ~~Temporary—Employees~~Exports, authorized by this Order, whether presented before or after the Petition Date, provided that sufficient funds are on deposit in the applicable accounts to cover such payments.

7. To the extent that any employment or related agreements may be deemed executory contracts within the meaning of section 365 of the Bankruptcy Code, the Debtors do not at this time seek authority to assume such contracts, and no relief is granted in respect thereof.

8. The Debtors are authorized, but not directed, to pay severance to non-insiders in the ordinary course of business up to a cap of \$3,300,000 in the aggregate, as described in the Motion, subject to the entry of a final order.

9. Nothing in this Order shall be deemed to authorize ~~the~~any payment ~~of any,~~ including amounts for bonuses, incentives, or severance ~~payments,~~ to insiders of the Debtors or that are otherwise subject to sections 503(c)(1) or 503(c)(2) of the Bankruptcy Code.

10. Notwithstanding anything to the contrary herein, the Debtors are authorized to pay all Payroll Taxes to the applicable taxing authorities; provided that, for the avoidance of doubt, nothing in this Order is authorizing the Debtors to pay any past due taxes.

~~11. Notwithstanding anything in this Order to the contrary, the relief granted herein shall be subject to the orders authorizing postpetition financing and the use of cash collateral and any applicable budget thereunder.~~

11. ~~12.~~ Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

12. ~~13.~~ Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. ~~14.~~ The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

14. ~~15.~~ A final hearing to consider the relief requested in the Motion shall be held on _____, ~~at~~ October 4, 2023 at 2:00 p.m. (Prevailing Eastern Time) and any objections or responses to the Motion shall be in writing, filed with the Court, and served so as to be actually received by: (i) the U.S. Trustee; (ii) the proposed attorneys for the Debtors; (iii) counsel to the Administrative Agent; and (iv) attorneys for any official committee then-appointed in these cases, on or prior to _____, September 14, 2023 at 4:00 p.m. (Prevailing Eastern Time). If no objections are filed to the Motion, the Court may enter the final order without further notice or hearing.

15. ~~16.~~ The Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.