

Fill in this information to identify the case:

Debtor AgileThought, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number 23-11308

Official Form 410

Proof of Claim

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>Cousins Fund II Tampa III, LLC</u> Name of the current creditor (the person or entity to be paid for this claim)	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? Cousins Fund II Tampa III, LLC c/o Dustin P. Branch, Esq. Ballard Spahr LLP 2029 Century Park East, Suite 1400 Los Angeles, CA 90067-2915 Contact phone <u>424.204.4400</u> Contact email <u>branchd@ballardspahr.com</u>	Where should payments to the creditor be sent? (if different) Contact phone _____ Contact email _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____
7. How much is the claim?	\$ <u>1,074,675.29</u> Does this amount include interest or other charges? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	<p>Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.</p> <p><u>Real Property lease</u></p>
9. Is all or part of the claim secured?	<p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property.</p> <p>Nature or property:</p> <p><input type="checkbox"/> Real estate: If the claim is secured by the debtor's principle residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i>.</p> <p><input type="checkbox"/> Motor vehicle</p> <p><input type="checkbox"/> Other. Describe: _____</p> <p>Basis for perfection: _____</p> <p>Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)</p> <p>Value of property: \$ _____</p> <p>Amount of the claim that is secured: \$ _____</p> <p>Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)</p> <p>Amount necessary to cure any default as of the date of the petition: \$ _____</p> <p>Annual Interest Rate (when case was filed) _____ %</p> <p><input type="checkbox"/> Fixed</p> <p><input type="checkbox"/> Variable</p>
10. Is this claim based on a lease?	<p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ <u>1,074,675.29</u></p>
11. Is this claim subject to a right of setoff?	<p><input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____</p>



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check all that apply:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. 503(b)(9)?

☒ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 09/02/2024
MM / DD / YYYY

/s/Dustin P. Branch
Signature

Print the name of the person who is completing and signing this claim:

Name Dustin P. Branch
First name Middle name Last name

Title Partner

Company Ballard Spahr LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Contact phone _____ Email _____



Verita (KCC) ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (866) 548-5856 | International (781) 575-2073

Debtor: 23-11308 - AgileThought, LLC District: District of Delaware		
Creditor: Cousins Fund II Tampa III, LLC c/o Dustin P. Branch, Esq. Ballard Spahr LLP 2029 Century Park East, Suite 1400 Los Angeles, CA, 90067-2915 Phone: 424.204.4400 Phone 2: Fax: 424.204.4350 Email: branchd@ballardspahr.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Authorized agent	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: Real Property lease	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 1,074,675.29	Includes Interest or Charges: Yes	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: Yes, 1,074,675.29 Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: Dustin P. Branch on 02-Sep-2024 9:19:25 p.m. Eastern Time Title: Partner Company: Ballard Spahr LLP		

Fill in this information to identify the case:

Debtor 1 AN GLOBAL LLC

Debtor 2 _____
(Spouse, if filing)

United States Bankruptcy Court for the: District District of Delaware

Case number 23-11294

Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>Cousins Fund II Tampa III, LLC</u> (The Pointe) Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? <u>Dustin P. Branch, Esq./Ballard Spahr LLP</u> Name <u>2029 Century Park East, Suite 1400</u> Number Street <u>Los Angeles</u> <u>CA</u> <u>90067-2915</u> City State ZIP Code Contact phone <u>424.204.4400</u> Contact email <u>branchd@ballardspahr.com</u> Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) _____ Name _____ Number Street _____ City State ZIP Code Contact phone _____ Contact email _____
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? ☒ No
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ 1,074,675.29. Does this amount include interest or other charges?
☐ No
☒ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
Real Property Lease

9. Is all or part of the claim secured? ☒ No
☐ Yes. The claim is secured by a lien on property.
- Nature of property:**
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
☐ Motor vehicle
☐ Other. Describe: _____
- Basis for perfection:** _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
- Value of property:** \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)
- Amount necessary to cure any default as of the date of the petition:** \$ _____
- Annual Interest Rate** (when case was filed) _____ %
☐ Fixed
☐ Variable

10. Is this claim based on a lease? ☐ No
☒ Yes. Amount necessary to cure any default as of the date of the petition. \$ 1,074,675.29

11. Is this claim subject to a right of setoff? ☒ No
☐ Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check one:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 09/02/2024
MM / DD / YYYY

Signature

Print the name of the person who is completing and signing this claim:

Name Dustin P. Branch
First name Middle name Last name
Title Partner
Company Ballard Spahr LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.
Address 2029 Century Park East, Suite 1400
Number Street
Los Angeles CA 90067-2915
City State ZIP Code
Contact phone 424.204.4400 branchd@ballardspahr.com
Email

PROOF OF CLAIM ATTACHMENT

CASE NAME: AN GLOBAL LLC

LOCATION: The Pointe

CASE NUMBER: 23-11294

A. General Information:

1. Landlord Name: Cousins Fund II Tampa III, LLC
2. Property Location: Tampa, FL
3. Tenant Name: AgileThought, LLC
4. Suite Nos.: 200, 250, 900, 990 & 995
5. Petition Date: 8/28/2023
6. Lease Exp. Dates: 9/30/26, 5/31/24, 8/31/25, 8/31/25, 8/31/25
7. Lease Rej. Date: 11/30/2023

B. Claim Information:

	<u>Rent & Charges</u>	<u>Interest</u>	<u>Totals</u>
1. Unsecured Non-Priority Rejection Claim Amount: (Section 502(b)(6)(A))	\$0.00	n/a	\$0.00
2. Unsecured Non-Priority Pre-Petition Claim Amount: (Section 502(b)(6)(B))	\$1,061,786.95	\$12,888.34	\$1,074,675.29
Subtotal Unsecured Claims	\$1,061,786.95	\$12,888.34 ¹	\$1,074,675.29
3. Administrative Post-Petition Priority Claim Amount: (Section 503(b)(1)(A), 365(d)(3))	\$0.00	\$0.00	\$0.00
Subtotal Administrative Claims	\$0.00	\$0.00 ²	\$0.00

TOTAL CLAIM AMOUNT

\$1,074,675.29 ³

¹ Interest calculated at 10% through 08/27/23, based on a 365 day year.

² Interest calculated at 10% through 03/31/24, (the Claims Bar Date) based on a 365 day year.

³ Claimant reserves the right to supplement or amend this claim from time to time and at any time hereafter.

PRE-PETITION CHARGES

CASE NAME: AN GLOBAL LLC

LOCATION: The Pointe

CASE NUMBER: 23-11294

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST ¹	TOTAL AMOUNT DUE
7/20/2023	Balance on Account	\$938,591.95	\$12,034.55	\$950,626.50
8/1/2023	Pro-rated Direct OpEx - Suite 200 (8/1/23 - 8/27/23)	\$1,625.23	\$14.43	\$1,639.66
8/1/2023	Sales Tax on Pro-rated Direct OpEx (8/1/23 - 8/27/23)	\$113.77	\$0.00	\$113.77
8/1/2023	Pro-rated Direct OpEx - Suite 250 (8/1/23 - 8/27/23)	\$2,548.45	\$22.62	\$2,571.07
8/1/2023	Sales Tax on Pro-rated Direct OpEx (8/1/23 - 8/27/23)	\$178.39	\$0.00	\$178.39
8/1/2023	Pro-rated Direct OpEx - Suite 900 (8/1/23 - 8/27/23)	\$2,295.87	\$20.38	\$2,316.25
8/1/2023	Sales Tax on Pro-rated Direct OpEx (8/1/23 - 8/27/23)	\$160.71	\$0.00	\$160.71
8/1/2023	Pro-rated Direct OpEx - Suite 900 (8/1/23 - 8/27/23)	\$1,005.97	\$8.93	\$1,014.90
8/1/2023	Sales Tax on Pro-rated Direct OpEx (8/1/23 - 8/27/23)	\$70.42	\$0.00	\$70.42
8/1/2023	Pro-rated Direct OpEx - Suite 995 (8/1/23 - 8/27/23)	\$153.29	\$1.36	\$154.65
8/1/2023	Sales Tax on Pro-rated Direct OpEx (8/1/23 - 8/27/23)	\$10.73	\$0.00	\$10.73
8/1/2023	Pro-rated Base Rent - Suite 200 (8/1/23 - 8/27/23)	\$26,136.16	\$232.00	\$26,368.16
8/1/2023	Tax on Pro-rated Base Rent (8/1/23 - 8/27/23)	\$1,829.53	\$0.00	\$1,829.53
8/1/2023	Pro-rated Base Rent - Suite 250 (8/1/23 - 8/27/23)	\$32,512.06	\$288.60	\$32,800.66
8/1/2023	Tax on Pro-rated Base Rent (8/1/23 - 8/27/23)	\$2,275.85	\$0.00	\$2,275.85
8/1/2023	Pro-rated Base Rent - Suite 900 (8/1/23 - 8/27/23)	\$18,617.35	\$165.26	\$18,782.61
8/1/2023	Tax on Pro-rated Base Rent (8/1/23 - 8/27/23)	\$1,303.21	\$0.00	\$1,303.21
8/1/2023	Pro-rated Base Rent - Suite 900 (8/1/23 - 8/27/23)	\$8,802.03	\$78.13	\$8,880.16
8/1/2023	Tax on Pro-rated Base Rent (8/1/23 - 8/27/23)	\$616.14	\$0.00	\$616.14
8/1/2023	Pro-rated Base Rent - Suite 950 (8/1/23 - 8/27/23)	\$2,487.70	\$22.08	\$2,509.78
8/1/2023	Tax on Pro-rated Base Rent (8/1/23 - 8/27/23)	\$174.14	\$0.00	\$174.14
	2023 Recoveries True-up	\$4,932.71	\$0.00	\$4,932.71
	Tax on 2023 Recoveries True-up	\$345.29	\$0.00	\$345.29
	Attorney's fees	\$15,000.00	\$0.00	\$15,000.00

\$1,061,786.95

\$12,888.34

TOTAL PRE-PETITION CHARGES: \$1,074,675.29

¹ Interest calculated at 10.% through 08/27/23, the day before the petition date.