

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

In re:

AN Global, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Joint Administration Requested)

**Re: Docket No. 7 and 56**

**CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION  
FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING  
THE DEBTORS TO PAY PREPETITION CLAIMS OF (A) DOMESTIC  
CRITICAL VENDORS, (B) LIENHOLDERS, AND (C) FOREIGN VENDORS;  
(II) AUTHORIZING BANKS TO HONOR AND PROCESS RELATED CHECKS  
AND ELECTRONIC TRANSFERS; AND (III) GRANTING RELATED RELIEF**

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 the Debtors to Pay Prepetition Claims of (A) Domestic Critical Vendors, (B) Lienholders, and (C) Foreign Vendors; (II) Authorizing Banks to Honor and Process Related Checks and Electronic Transfers; and (III) Granting Related Relief* [Docket No. 7] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

<sup>1</sup> 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. (8173); 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); AgileThought Argentina, S.A. (No Tax ID); AGS Alpama Global Services México, S.A. de C.V. (No Tax ID); and Tarnow Investment, S.L. (No Tax ID). The Debtors’ headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.



2. Pursuant to the *Interim Order (I) Authorizing the Debtors to Pay Prepetition Claims of (A) Domestic Critical Vendors, (B) Lienholders, and (C) Foreign Vendors; (II) Authorizing Banks to Honor and Process Related Checks and Electronic Transfers; and (III) Granting Related Relief* [Docket No. 56] entered on August 29, 2023 (the “Interim Order”) and the *Omnibus Notice of Second Day Hearing to be Held on October 4, 2023 at 2:00 p.m. (ET)* [Docket No. 70] filed on August 31, 2023, respectively, any objection or response to the final relief requested in the Motion was to be filed and served so as to be received by no later than September 14, 2023 at 4:00 p.m. (ET) (the “Objection Deadline”).<sup>2</sup>

3. Prior to the Objection Deadline, the Debtors received an informal response (the “Informal Response”) from the Committee. Other than the Informal Response, the Debtors received no other responses to the Motion and no objections or responses have been filed on the Docket. The Debtors rejected the changes proposed in the Informal Response, and the Committee did not file a formal objection regarding their comments.

4. The Debtors have incorporated certain changes made to the Interim Order into the original proposed final order (the “Proposed Order”), and such revised order is attached hereto as **Exhibit A** (the “Revised Order”). For the convenience of the Court and all parties in interest, a blackline of the Revised Order against the Proposed Order is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully request that the proposed form of order granting the relief requested in the Motion, attached hereto as **Exhibit A**, be entered at the earliest convenience of the Court.

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<sup>2</sup> The objection deadline was extended until September 27, 2023 at 4:00 p.m. for the Official Committee of Unsecured Creditors (the “Committee”).

Dated: September 29, 2023  
Wilmington, Delaware

Respectfully submitted,

/s/ Sameen Rizvi

Jeremy W. Ryan (No. 4057)

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*Proposed Counsel for the Debtors and Debtors-in-Possession*

**EXHIBIT A**

**(Revised Proposed Order)**

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

*In re*

**AN GLOBAL LLC, et al.,<sup>1</sup>**

**Debtors.**

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

**Re: Docket Nos. 7 and 56**

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO PAY PREPETITION  
CLAIMS OF (A) DOMESTIC CRITICAL VENDORS, (B) LIENHOLDERS, AND  
(C) FOREIGN VENDORS; (II) AUTHORIZING BANKS TO HONOR AND PROCESS  
RELATED CHECKS AND ELECTRONIC TRANSFERS; AND (III) GRANTING  
RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) seeking entry of interim and final orders: (i) authorizing, but not directing, the Debtors, in their sole discretion, to pay in the ordinary course of business, prepetition claims of certain Critical Vendors, in an amount not to exceed the Critical Vendor Claims Cap; (ii) authorizing financial institutions to honor and process related checks and transfers; and (iii) granting any additional relief as is necessary to effectuate the foregoing; and

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<sup>1</sup>. 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); AgileThought Argentina, S.A. (No Tax ID); AGS Alpama Global Services México, S.A. de C.V. (No Tax ID); and Tarnow Investment, S.L. (No Tax ID). The Debtors’ headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.

<sup>2</sup>. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

upon the *Declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, in Support of First Day Relief*; and upon the statements of counsel in support of the relief requested in the Motion at the hearing before the Court; 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,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their discretion and business judgment and upon consultation with the DIP Agent, to pay all or a portion of and discharge each Critical Vendor Claim, provided that the aggregate payments on account of Critical Vendor Claims shall not exceed \$1,500,000 on a final basis, absent further order of the Court. Payments made to applicable Critical Vendors shall be applied, in the first instance, against claims held by such Critical Vendors that arise under section 503(b)(9) of the Bankruptcy Code, to the extent that Critical Vendors hold such claims, in whole or in part, as applicable.

3. The Debtors are authorized to, upon consultation with the DIP Agent, negotiate, modify, or amend the form of Critical Vendor Agreement attached as **Exhibit A** to the Motion in their reasonable business judgment.

4. The Debtors are authorized but not directed to condition payment of the Critical Vendor Claims on the execution of a Critical Vendor Agreement, and the Debtors are authorized to enter into such Critical Vendor Agreements when and if the Debtors determine, in the exercise of their business judgment and upon consultation with the DIP Agent, that doing so is appropriate.

5. If a Critical Vendor accepts payment, and does not continue its business relationship with the Debtors in accordance with trade terms, pricing, programs and practices between the parties consistent with those practices most favorable to the Debtors in place during the twelve months before the Petition Date (or as otherwise set forth in an Critical Vendor Agreement), then, so long as the Critical Vendor receives notice and opportunity for a hearing, the Debtors may take any and all appropriate steps to cause such Critical Vendor to repay payments made to it on account of its prepetition claim to the extent that such payments exceed the postpetition amounts then owing to such Critical Vendor.

6. The Debtors' banks and financial institutions are authorized to receive, process, honor, and pay all checks, drafts, electronic fund transfers, or other forms of payment drawn or issued on the Debtors' bank accounts before the Petition Date for the Critical Vendor Claims that have not been honored and paid as of the Petition Date (or to reissue checks, drafts, electronic fund transfers, or other forms of payment drawn or issued on the Debtors' bank accounts, as may be necessary), and are authorized to rely on the Debtors' representations as to which checks, drafts, transfers, or other forms of payment drawn or issued on the Debtors' bank

accounts are subject to this Order; provided that sufficient funds are on deposit in the applicable bank accounts to cover such payments.

7. The Debtors are authorized to reissue any check or electronic payment that originally was given in payment of any prepetition amount authorized to be paid under this Order and is not cleared by the applicable bank or other financial institution.

8. Nothing in the Motion or this Order or the relief granted herein (including any actions taken or payments made by the Debtors) is to be construed as (i) an admission of the validity of any claim against the Debtors; (ii) an admission with respect to the validity, extent, or perfection of any lien; (iii) a waiver of the Debtors' rights or those of any party in interest to dispute, contest, setoff, or recoup any claim, or assert any related rights, claims, or defenses; (iv) a waiver of the Debtors' rights or those of any party in interest over the validity, extent, perfection, or possible avoidance of any lien; or (v) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

9. 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.

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

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

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

**EXHIBIT B**

**(Blackline)**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

*In re*

AN GLOBAL LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-11294 (~~---~~[JKS](#))

(Jointly Administered)

Re: Docket ~~No~~[Nos. --7 and 56](#)

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO PAY PREPETITION CLAIMS OF (A) DOMESTIC CRITICAL VENDORS, (B) LIENHOLDERS, AND (C) FOREIGN VENDORS; (II) AUTHORIZING BANKS TO HONOR AND PROCESS RELATED CHECKS AND ELECTRONIC TRANSFERS; AND (III) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)<sup>2</sup> filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) seeking entry of interim and final orders: (i) authorizing, but not directing, the Debtors, in their sole discretion, to pay in the ordinary course of business, prepetition claims of certain Critical Vendors, in an amount not to

<sup>1</sup>. ~~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 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); AgileThought Argentina, S.A. (No Tax ID); AGS Alpama Global Services México, S.A. de C.V. (No Tax ID); and Tarnow Investment, S.L. (No Tax ID). The Debtors' ~~address is~~[headquarters are located at](#) 222 W. Las Colinas Boulevard, Suite 1650E, Irving, ~~TX~~[Texas](#) 75039.

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exceed the Critical Vendor Claims Cap; (ii) authorizing financial institutions to honor and process related checks and transfers; and (iii) granting any additional relief as is necessary to effectuate the foregoing; and upon the *Declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, in Support of First Day Relief*; and upon the statements of counsel in support of the relief requested in the Motion at the hearing before the Court; 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,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their discretion and business judgment and upon consultation with the DIP Agent, to pay all or a portion of and discharge each Critical Vendor Claim, provided that the aggregate payments on account of Critical Vendor Claims shall not exceed \$1,500,000 on a final basis, absent further order of the Court. Payments made to applicable Critical Vendors shall be applied, in the first instance,

against claims held by such Critical Vendors that arise under section 503(b)(9) of the Bankruptcy Code, to the extent that Critical Vendors hold such claims, in whole or in part, as applicable.

3. The ~~form of Critical Vendor Agreement attached as Exhibit A to the Motion is approved in its entirety, and the~~ Debtors are authorized to, upon consultation with the DIP Agent, negotiate, modify, or amend the form of Critical Vendor Agreement attached as Exhibit A to the Motion in their reasonable business judgment.

4. The Debtors are authorized but not directed to condition payment of the Critical Vendor Claims on the execution of a Critical Vendor Agreement, and the Debtors are authorized to enter into such Critical Vendor Agreements when and if the Debtors determine, in the exercise of their business judgment and upon consultation with the DIP Agent, that doing so is appropriate.

5. If a Critical Vendor accepts payment, and does not continue its business relationship with the Debtors in accordance with trade terms, pricing, programs and practices between the parties consistent with those practices most favorable to the Debtors in place during the twelve months before the Petition Date (or as otherwise set forth in an Critical Vendor Agreement), then, so long as the Critical Vendor receives notice and opportunity for a hearing, the Debtors may take any and all appropriate steps to cause such Critical Vendor to repay payments made to it on account of its prepetition claim to the extent that such payments exceed the postpetition amounts then owing to such Critical Vendor.

6. The Debtors' banks and financial institutions are authorized to receive, process, honor, and pay all checks, drafts, electronic fund transfers, or other forms of payment drawn or issued on the Debtors' bank accounts before the Petition Date for the Critical Vendor Claims that have not been honored and paid as of the Petition Date (or to reissue checks, drafts,

electronic fund transfers, or other forms of payment drawn or issued on the Debtors' bank accounts, as may be necessary), and are authorized to rely on the Debtors' representations as to which checks, drafts, transfers, or other forms of payment drawn or issued on the Debtors' bank accounts are subject to this Order; provided that sufficient funds are on deposit in the applicable bank accounts to cover such payments.

7. The Debtors are authorized to reissue any check or electronic payment that originally was given in payment of any prepetition amount authorized to be paid under this Order and is not cleared by the applicable bank or other financial institution.

8. Nothing in the Motion or this Order or the relief granted herein (including any actions taken or payments made by the Debtors) is to be construed as (i) an admission of the validity of any claim against the Debtors; (ii) an admission with respect to the validity, extent, or perfection of any lien; (iii) a waiver of the Debtors' rights or those of any party in interest to dispute, contest, setoff, or recoup any claim, or assert any related rights, claims, or defenses; (iv) a waiver of the Debtors' rights or those of any party in interest over the validity, extent, perfection, or possible avoidance of any lien; or (v) an approval or assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

~~9. 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.~~

9. ~~10.~~ 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.

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

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

12. ~~13.~~ This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.