

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
PGX HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 23-10718 (CTG)
Debtors.)	Jointly Administered
)	Re: D.I. 17, 66, 70, 101, 153 & 190

BLUE TORCH FINANCE LLC’S (I) JOINDER TO REPLY OF DEBTORS IN SUPPORT OF THE DIP MOTION, (II) JOINDER TO REPLY OF DEBTORS IN SUPPORT OF THE BIDDING PROCEDURES MOTION, AND (III) RESERVATION OF RIGHTS

Blue Torch Finance LLC (“Blue Torch”), as the DIP Agent and Collateral Agent under the DIP Facility and the administrative agent and collateral agent under the First Lien Facility, hereby files this (i) joinder to the reply (the “Debtors’ DIP Reply”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) [ECF No. 191] in support of the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [ECF No. 17] (the “DIP Motion”), (ii) joinder to the Debtors’ reply (the “Debtors’ Bidding Procedures Reply”) [ECF No. 190] in support of the *Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Substantially All of the Debtors’ Assets, (B) Authorizing the Debtors to Enter into One or More Stalking Horse Agreements and to Provide Bidding Protections thereunder, (C) Scheduling an Auction and*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PGX Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536); Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362); Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073); and Progrexion Teleservices, Inc. (5110). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.



Approving the Form and Manner of Notice thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [ECF No. 66] (the "Bidding Procedures Motion") and (iii) reservation of rights (collectively, the "Blue Torch Joinder").² Blue Torch hereby joins in the legal arguments set forth in the DIP Motion, the Bidding Procedures Motion, the Debtors' DIP Reply and the Debtors' Bidding Procedures Reply and incorporates those arguments as though set forth herein, and in support thereof respectfully states as follows:

JOINDER³

1. As set forth in the Debtors' DIP Reply, the DIP Facility is the product of arm's-length, good faith negotiations among the parties thereto, represents fair and commercially reasonable terms, and is consistent with relief granted in other cases and, as such, the Committee's Objection should be overruled and the DIP Motion should be granted on a final basis.

2. Under the circumstances, it is necessary and appropriate for the DIP Facility to be guaranteed by Lexington Law and secured by Lexington Law's assets given the support provided to Lexington Law by the PGX Debtors both before and during these chapter 11 cases. The PGX Debtors are undeniably the largest prepetition and postpetition creditor of Lexington Law. Specifically, beginning in 2022, the PGX Debtors began permitting Lexington Law to postpone payment on certain amounts owed to the PGX Debtors under a series of operating agreements,

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the DIP Motion, the Bidding Procedures Motion, the Debtors' DIP Reply or the Debtors' Bidding Procedures Reply, as applicable.

³ This Joinder will not reiterate each of the arguments set forth in the Motion and the Debtors' Reply (although such arguments are incorporated by reference herein).

pursuant to which the PGX Debtors provide comprehensive operational support services to Lexington Law, including marketing, custom proprietary software, technology and administrative services (the “Operating Agreements”). In order for the PGX Debtors to continue operating in the ordinary course notwithstanding this shortfall, the Prepetition Secured Lenders (who are now the DIP Lenders) extended additional financing and other financial accommodations to the PGX Debtors under the Prepetition Credit Agreement during this time period. As of the Petition Date, Lexington Law owed approximately \$28 million to the PGX Debtors under the Operating Agreements as a result of the postponed payments (the “PGX Receivable”). Pursuant to the Prepetition Secured Loan Documents, the Prepetition Secured Lenders have a security interest in, among other things, all of the PGX Debtors’ Accounts and General Intangibles (as each term is defined in the Uniform Commercial Code as in effect from time to time in the State of New York), which include the PGX Receivable and the Operating Agreements. During these chapter 11 cases, the DIP Lenders are providing \$19.925 million in new money, which enables Lexington Law to continue to operate by deferring amounts that would otherwise be owed under the Operating Agreements, including a currently-estimated \$2.3 million post-petition receivable, thereby providing a direct and necessary benefit to Lexington Law.⁴

3. Accordingly, given the support provided by the Prepetition Secured Lenders and the DIP Lenders both prior to and during these chapter 11 cases through the deferral of amounts owed to the PGX Debtors under the Operating Agreements (which would otherwise constitute the Prepetition Secured Lenders’ and the DIP Lenders’ cash collateral), it is appropriate and warranted

⁴ The DIP Facility proceeds also may be made directly available to Lexington Law to the extent the DIP Lenders, in consultation with the PGX Debtors, determine such funding may be necessary.

that the DIP Facility include Lexington Law as a guarantor and a lien on the Lexington Law assets in order to fund these chapter 11 cases, and the Committee's Objection should be overruled.

4. As set forth in the Debtors' Bidding Procedures Reply, the proposed Bidding Procedures, the sale timeline, the assumption and assignment process, and entry into the interrelated stalking horse agreements are fair and reasonable, consistent with relief granted in other cases and should be approved.

RESERVATION OF RIGHTS

5. This Joinder is submitted without prejudice to, and with full reservation of, Blue Torch's rights, claims, defenses, and remedies, including the right to amend, modify or supplement this Joinder, to seek discovery, to raise additional objections and to introduce evidence at any hearing related to this Joinder, and without in any way limiting any other rights of Blue Torch to object or respond to the DIP Motion or the Bidding Procedures Motion, on any grounds, as may be appropriate. Blue Torch reserves the right to amend or supplement this Joinder.

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CONCLUSION

For the reasons set forth herein, in the Motion and in the Debtors' Reply, Blue Torch respectfully requests that the Court enter final orders approving the DIP Motion and the Bidding Procedures Motion and grant such other and further relief that is just and proper.

Dated: July 26, 2023
Wilmington, Delaware

/s/ Matthew B. Harvey

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CERTIFICATE OF SERVICE

I, Matthew B. Harvey, hereby certify that I am not less than 18 years of age, and that service of the foregoing was caused to be made on July 26, 2023, via CM/ECF upon those parties registered to receive such electronic notifications, and via electronic mail or first class mail on the parties listed on the below service list.

Date: July 26, 2023

/s/ Matthew B. Harvey
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