

**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. 8

**CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED
INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE
THEIR INSURANCE PROGRAMS AND (B) PAY CERTAIN OBLIGATIONS
IN RESPECT THEREOF, AND (II) AUTHORIZING THE DEBTORS’
FINANCIAL INSTITUTIONS TO HONOR AND PROCESS CHECKS
AND TRANSFERS RELATED TO SUCH OBLIGATIONS**

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 an Order (I) Authorizing the Debtors to (A) Continue Their Insurance Programs and (B) Pay Certain Obligations in Respect Thereof, and (II) Authorizing the Debtors’ Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations* [Docket No. 8] (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 informal comments from 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/ Stephen R. McNeill

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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, et al.,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

Re: Docket No. 8

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A)
CONTINUE THEIR INSURANCE PROGRAMS AND (B) PAY CERTAIN
OBLIGATIONS IN RESPECT THEREOF, AND (II) AUTHORIZING THE
DEBTORS' FINANCIAL INSTITUTIONS TO HONOR AND PROCESS
CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS**

Upon the motion (the "Motion")² of the debtors and debtors-in-possession in the above-captioned Chapter 11 Cases (collectively, the "Debtors") for entry of an order (this "Order"), pursuant to sections 105(a), 363(b), and 503(b) of the Bankruptcy Code and Bankruptcy Rule 6004(h), (i) authorizing the Debtors, subject to and in accordance with the Budget, to (a) maintain their existing insurance policies, including but not limited to those insurance programs listed on Exhibit C attached to the Motion (collectively, the "Insurance Programs"), and (b) pay all obligations in respect thereof, on an uninterrupted basis, consistent with the Debtors' practices

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 used but not defined herein shall have the meanings set forth in the Motion.

in effect prior to the commencement of the Chapter 11 Cases, including the payment of all premiums, premium finance payments, claims, deductibles and retentions, retrospective adjustments, administrative and broker's fees, whether relating to the period prior to or following the commencement of these Chapter 11 Cases, as more fully described in the Motion, and (ii) authorizing the Debtors' financial institutions to honor and process checks and transfers related to such obligations; and upon consideration of 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 due and proper notice of the Motion and the hearing to consider the relief requested therein (the "Hearing") appearing adequate and appropriate under the circumstances; and this Court having found that no other or further notice need be provided; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Debtors, their estates, creditors, and all parties in interest; and the Court having held the Hearing with the appearances of interested parties noted in the record of the Hearing; and no objection to the Motion having been filed or made at the Hearing on the Motion; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are hereby authorized, but not directed, to pay, in their discretion and upon consultation with the DIP Agent, all premiums, claims, deductibles and retentions, retrospective adjustments, administrative and broker's fees, and all other obligations arising under the Insurance Programs, as well as any premium finance payments in an aggregate amount not to exceed \$1,500,000 absent further order of this Court (collectively, the "Insurance Obligations").
3. The Debtors are hereby authorized, but not directed, to maintain their Insurance Programs and the PFA without interruption in the ordinary course of business, on the same basis and in accordance with the same practices and procedures that were in effect prior to the Petition Date, in their business judgment and in their discretion and upon consultation with the DIP Agent, without further application to this Court.
4. The Debtors are hereby authorized, but not directed, to renew their Insurance Programs and the PFA, and or obtain replacement coverage, as needed, in the ordinary course of business, in their discretion and upon consultation with the DIP Agent, without further application to this Court.
5. All banks and other financial institutions are hereby authorized to receive, process, honor, and pay any checks presented for payment and electronic transfer requests made by the Debtors related to the payment of the Insurance Obligations approved herein, and the costs and expenses incident thereto, whether such checks were presented or such electronic transfer requests were submitted before, or are presented or submitted after, the Petition Date, to the extent funds are available in the Debtors' accounts; provided, however, that such checks or electronic

funds transfers are identified by the Debtors as relating directly to the payment of the Insurance Obligations, or the costs and expenses incident thereto, approved herein.

6. All such banks and financial institutions are further authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved pursuant to this Order. In no event shall any such bank or other financial institution that takes any such action either (i) at the direction of the Debtors, (ii) in the good faith belief that the Court has authorized such action consistent with the implementation of reasonable item handling procedures or (iii) as a result of an innocent mistake made despite the implementation of reasonable item handling procedures, be deemed in violation of this Order or have liability in connection therewith.

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 this Order or the Motion is intended or should be construed as (i) an admission as to the validity or priority of any claim against the Debtors, (ii) a waiver of the Debtors' rights to dispute any claim, including the validity or priority thereof, or (iii) an approval, assumption or reaffirmation of any agreement, contract or lease whether under section 365(a) of the Bankruptcy Code or otherwise. Likewise, any payment made pursuant to this Order is not intended and should not be construed as an admission as to the validity or priority of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.

9. The relief granted herein is without prejudice to the Debtors' ability to request further relief related to the Insurance Programs and Insurance Obligations.

10. Absent further order of this Court upon notice, during the course of these bankruptcy cases, the Debtors shall not renew or enter into any new premium financing agreement upon any terms less favorable than those in the existing Premium Financing Agreement.

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. The notice requirement of Bankruptcy Rule 6004(a) is waived.

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

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

15. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

16. 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 on or prior to **September 14, 2023 at 4:00 p.m. (Prevailing Eastern Time)**.

EXHIBIT 2

(Blackline)

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)

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Re: Docket No. ~~—~~8

**INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A)
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OBLIGATIONS IN RESPECT THEREOF, AND (II) AUTHORIZING THE
DEBTORS' FINANCIAL INSTITUTIONS TO HONOR AND PROCESS
CHECKS AND TRANSFERS RELATED TO SUCH OBLIGATIONS**

Upon the motion (the "Motion")² of the debtors and debtors-in-possession in the above-captioned Chapter 11 Cases (collectively, the "Debtors") for entry of an order (this "Order"), pursuant to sections 105(a), 363(b), and 503(b) of the Bankruptcy Code and Bankruptcy Rule 6004(h), (i) authorizing the Debtors, subject to and in accordance with the Budget, to (a) maintain their existing insurance policies, including but not limited to those

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 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' ~~address is~~headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, ~~TX~~Texas 75039.

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insurance programs listed on Exhibit C attached to the Motion (collectively, the “Insurance Programs”), and (b) pay all obligations in respect thereof, on an uninterrupted basis, consistent with the Debtors’ practices in effect prior to the commencement of the Chapter 11 Cases, including the payment of all premiums, premium finance payments, claims, deductibles and retentions, retrospective adjustments, administrative and broker’s fees, whether relating to the period prior to or following the commencement of these Chapter 11 Cases, as more fully described in the Motion, and (ii) authorizing the Debtors’ financial institutions to honor and process checks and transfers related to such obligations; and upon consideration of 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 due and proper notice of the Motion and the hearing to consider the relief requested therein (the “Hearing”) appearing adequate and appropriate under the circumstances; and this Court having found that no other or further notice need be provided; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Debtors, their estates, creditors, and all parties in interest; and the Court having held the Hearing with the appearances of interested parties noted in the record of the Hearing; and no objection to

the Motion having been filed or made at the Hearing on the Motion; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on an interim basis as set forth herein.
2. The Debtors are hereby authorized, but not directed, to pay, in their discretion and upon consultation with the DIP Agent, all premiums, claims, deductibles and retentions, retrospective adjustments, administrative and broker's fees, and all other obligations arising under the Insurance Programs, as well as any premium finance payments in an aggregate amount not to exceed \$1,500,000 absent further order of this Court (collectively, the "Insurance Obligations").
3. The Debtors are hereby authorized, but not directed, to maintain their Insurance Programs and the PFA without interruption in the ordinary course of business, on the same basis and in accordance with the same practices and procedures that were in effect prior to the Petition Date, in their business judgment and in their discretion and upon consultation with the DIP Agent, without further application to this Court.
4. The Debtors are hereby authorized, but not directed, to renew their Insurance Programs and the PFA, and or obtain replacement coverage, as needed, in the ordinary course of business, in their discretion and upon consultation with the DIP Agent, without further application to this Court.
5. All banks and other financial institutions are hereby authorized to receive, process, honor, and pay any checks presented for payment and electronic transfer requests made by the Debtors related to the payment of the Insurance Obligations approved herein, and the costs and expenses incident thereto, whether such checks were presented or such electronic transfer

requests were submitted before, or are presented or submitted after, the Petition Date, to the extent funds are available in the Debtors' accounts; provided, however, that such checks or electronic funds transfers are identified by the Debtors as relating directly to the payment of the Insurance Obligations, or the costs and expenses incident thereto, approved herein.

6. All such banks and financial institutions are further authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved pursuant to this Order. In no event shall any such bank or other financial institution that takes any such action either (i) at the direction of the Debtors, (ii) in the good faith belief that the Court has authorized such action consistent with the implementation of reasonable item handling procedures or (iii) as a result of an innocent mistake made despite the implementation of reasonable item handling procedures, be deemed in violation of this Order or have liability in connection therewith.

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 this Order or the Motion is intended or should be construed as (i) an admission as to the validity or priority of any claim against the Debtors, (ii) a waiver of the Debtors' rights to dispute any claim, including the validity or priority thereof, or (iii) an approval, assumption or reaffirmation of any agreement, contract or lease whether under section 365(a) of the Bankruptcy Code or otherwise. Likewise, any payment made pursuant to this Order is not intended and should not be construed as an admission as to the validity or priority of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.

~~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.~~ The relief granted herein is without prejudice to the Debtors' ability to request further relief related to the Insurance Programs and Insurance Obligations.

~~11. Notwithstanding anything to the contrary in the PFA, the Debtors' filing of these bankruptcy cases shall not constitute a default under the PFA.~~

10. ~~12.~~ Absent further order of this Court upon notice, during the course of these bankruptcy cases, the Debtors shall not renew or enter into any new premium financing agreement upon any terms less favorable than those in the existing Premium Financing Agreement.

11. ~~13.~~ 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. ~~14.~~ The notice requirement of Bankruptcy Rule 6004(a) is waived.

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

14. ~~16.~~ The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

15. ~~17.~~ This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

16. ~~18.~~ 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 on or prior to September 14, 2023 at 4:00 p.m. (Prevailing Eastern Time).