

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

AN GLOBAL LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

Hearing Date: October 4, 2023 at 2:00 p.m. (ET)

Obj. Deadline: September 27, 2023 at 4:00 p.m. (ET)

**APPLICATION OF DEBTORS FOR AUTHORITY
TO RETAIN AND EMPLOY HUGHES HUBBARD & REED LLP
AS ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

The debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), respectfully move and represent as follows in support of this application (the “Application”).

RELIEF REQUESTED

1. By this Application, the Debtors request authority, pursuant to sections 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”),

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); 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.



and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to retain and employ Hughes Hubbard & Reed LLP (“Hughes Hubbard” or the “Firm”) as attorneys for the Debtors effective as of the Petition Date (as defined below).

2. The Debtors further request that the Court approve the retention of Hughes Hubbard as their attorneys to perform the extensive legal services that will be required during these Chapter 11 Cases (as defined below) in accordance with Hughes Hubbard’s normal hourly rates in effect when services are rendered and Hughes Hubbard’s standard reimbursement policies. In support of this Application, the Debtors submit the declaration of Kathryn A. Coleman, a partner of Hughes Hubbard, which is annexed hereto as **Exhibit A** (the “Coleman Declaration”) and the declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, which is annexed hereto as **Exhibit B** (the “Feltman Retention Declaration”).

3. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit C** (the “Proposed Order”).

JURISDICTION AND VENUE

4. This Court has jurisdiction over this matter 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. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Debtors confirm their consent pursuant to Local Rule 9013-1(f) to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith

consistent with Article III of the United States Constitution. Venue for this matter is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory and rule bases for the relief requested herein are section 327(a) of the Bankruptcy Code, Rules 2014(a) and 2016 of the Bankruptcy Rules, and Rules 2014-1 and 2016-1 of the Local Rules.

BACKGROUND

6. On August 28, August 29, and September 1, 2023 (as applicable, the “Petition Date”), the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) a voluntary petition for relief under the Bankruptcy Code. On September 7, 2023, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Committee”) [D.I. 88]. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases (the “Chapter 11 Cases”).

7. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the *Declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, in Support of First Day Relief* (D.I. 13), incorporated herein by reference.

HUGHES HUBBARD’S QUALIFICATIONS

8. Hughes Hubbard has been advising the Debtors in connection with potential restructuring scenarios since March 2023. As a result, Hughes Hubbard has in-depth knowledge of the Debtors’ capital structure and has gained additional insight into the current condition of the Debtors’ businesses, management, operations, corporate governance, and restructuring. In preparing to represent the Debtors in these Chapter 11

Cases, Hughes Hubbard has become familiar with the potential legal issues that may arise in the context of these Chapter 11 cases. Accordingly, the Debtors believe Hughes Hubbard is uniquely qualified to represent the Debtors to address the potential legal issues that may arise in the context of these Chapter 11 Cases.

9. Another factor supporting the Debtors' choice of Hughes Hubbard is the Firm's extensive general experience and knowledge, including its recognized expertise and extensive experience and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code. Hughes Hubbard has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Stanadyne LLC, et al.*, Case No. 23-10207 (TMH) (Bankr. D. Del. Mar. 28, 2023); *In re Patriot National, Inc., et al.*, Case No. 18-10189 (KG) (Bankr. D. Del. Feb. 27, 2018); *In re Tank Holdings Wind-Down Corp., et al. (f/k/a CST Holdings Corp., et al.)*, Case No. 17-11292 (BLS) (Bankr. D. Del. July 13, 2017); *In re Ultrapetrol (Bahamas) Limited, et al.*, Case No. 17-22168 (RDD) (Bankr. S.D.N.Y. Mar. 7, 2017); *In re Republic Airways Holdings Inc., et al.*, Case No. 16-10429 (SHL) (Bankr. S.D.N.Y. Mar. 23, 2016); *In re Delta Petroleum Corporation et al.*, Case No. 11-14006 (KC) (Bankr. D. Del. Jan. 9, 2012); and *In re Affiliated Media, Inc.*, Case No. 10-10202 (KJC) (Bankr. D. Del. Mar. 4, 2010). Hughes Hubbard served as special financing counsel to the debtors in *In re Pace Industries, LLC, et al.*, Case No. 20-10927 (MW) (Bankr. D. Del. May 7, 2020). In addition, Hughes Hubbard represented the trustees who administered the liquidation proceedings of *In Lehman Brothers Inc.*, Case No. 08-

1420 (MG) SIPA (Bankr. S.D.N.Y. Sept. 19, 2008); and *In re MF Global Inc.*, Case No. 11-2790 (MG) SIPA (Bankr. S.D.N.Y. Oct. 31, 2011).²

10. Accordingly, Hughes Hubbard is both well qualified and uniquely able to represent the Debtors in these Chapter 11 Cases in an efficient and timely manner. The Debtors believe that retaining Hughes Hubbard to act as counsel in the Debtors' Chapter 11 Cases is the most efficient way to proceed.

SCOPE OF SERVICES

11. The services to be performed by Hughes Hubbard are appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors-in-possession and to prosecute these Chapter 11 Cases. Subject to further order of the Court, the Debtors request authority to employ and retain Hughes Hubbard to render the following professional services:

- a. provide legal advice with respect to the Debtors' powers and duties as debtors-in-possession in the continued operation of their business and management of their properties;
- b. attend meetings and negotiating with representatives of creditors and other parties-in-interest and advising and consulting on the conduct of these Chapter 11 Cases, including the legal and administrative requirements of operating in chapter 11;
- c. take action necessary to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;

2. Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request to Hughes Hubbard.

- d. prepare and prosecute on behalf of the Debtors all motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;
- e. advise and assist the Debtors with financing and transactional matters as such may arise during the Chapter 11 Cases;
- f. represent the Debtors in connection with obtaining authority to use cash collateral;
- g. advise and assist the Debtors with financing and transactional matters that may arise during these Chapter 11 Cases;
- h. advise and assist in the marketing and sale process for the Debtors' assets;
- i. take any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documentation related thereto;
- j. appear in Court and protecting the interests of the Debtors before the Court;
- k. advise the Debtors regarding tax matters; and
- l. perform all other legal services for the Debtors that may be necessary and proper in these Chapter 11 Cases.

12. It is necessary for the Debtors to employ attorneys to render the foregoing professional services. Hughes Hubbard has stated its desire and willingness to act in these Chapter 11 Cases and render the necessary professional services as attorneys for the Debtors.

NO DUPLICATION OF SERVICES

13. In addition to this Application, the Debtors have filed, or expect to file shortly, applications to employ or retain (i) Potter Anderson & Corroon LLP ("Potter Anderson") as co-counsel; (ii) Teneo Capital LLC to provide a chief restructuring officer and certain additional personnel; (iii) Guggenheim Securities, LLC as investment banker;

(iv) Deloitte Asesoría Financiera, S.C. as provider of certain management services to certain Mexican Debtors; (v) Garrigues México, S.C. as special Mexican counsel; and (vi) Kurtzman Carson Consultants LLC as claims and noticing agent and, separately, as administrative advisor. The Debtors expect that the Debtors' attorneys and other professionals will efficiently coordinate their efforts, which will greatly assist the progress and effective administration of these Chapter 11 Cases.

14. As described in the Coleman Declaration, Hughes Hubbard will work with Potter Anderson and the Debtors' other professionals to ensure that each firm's role is clearly defined, in order to prevent duplication of services and ensure these Chapter 11 Cases are administered in the most efficient fashion possible. In that regard, Hughes Hubbard and Potter Anderson have informed the Debtors that Hughes Hubbard will take the lead on the services set forth in paragraph 12 above. Potter Anderson's duties will include, among other tasks: (i) providing Delaware law expertise, including advising the Debtors and Hughes Hubbard on issues of local practice and the Local Rules; (ii) communicating with the U.S. Trustee with respect to the Debtors' filings and these Chapter 11 Cases; (iii) reviewing, commenting on, and coordinating the filing of various pleadings; (iv) appearing in court on behalf of the Debtors; and (v) serving as lead counsel to the Debtors with respect to matters or parties as to which Hughes Hubbard has a conflict and determines that it cannot (or should not) represent the Debtors (where Potter Anderson does not similarly have a conflict).

HUGHES HUBBARD’S DISINTERESTEDNESS

15. To the best of the Debtors’ knowledge, the partners of, counsel to, and associates of Hughes Hubbard do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except as may be set forth herein and in the Coleman Declaration.

16. Based upon the Coleman Declaration, Hughes Hubbard is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that Hughes Hubbard will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. If any new material relevant facts or relationships are discovered, Hughes Hubbard will supplement its disclosure to the Court accordingly.

PROFESSIONAL COMPENSATION

17. Hughes Hubbard is not a creditor of the Debtors’ estates. An analysis of all amounts received by Hughes Hubbard prior to the Petition Date is set forth in Exhibit 3 to the Coleman Declaration. Hughes Hubbard has a remaining credit balance in favor of the Debtors for future professional services to be performed, and expenses to be incurred, in connection with these Chapter 11 Cases in the amount of \$4,250 (the “Fee Advance”).

18. Hughes Hubbard intends to apply the Fee Advance to any outstanding expenses incurred prior to the commencement of the Chapter 11 Cases that had not been processed by Hughes Hubbard as of the Petition Date and to retain the balance on account of services rendered and expenses incurred on and after the Petition Date.

19. The Debtors understand and have agreed that Hughes Hubbard hereafter will apply to the Court for allowances of compensation and reimbursement of

expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “Fee Guidelines”), and any further orders of the Court (the “Orders”) for all professional services performed and expenses incurred after the Petition Date. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines, and the Orders, the Debtors propose to compensate Hughes Hubbard for services rendered at Hughes Hubbard’s customary hourly rates that are in effect, as adjusted from time to time, as set forth in the Coleman Declaration, and to reimburse Hughes Hubbard for out of pocket expenses according to its customary reimbursement policies. The Debtors respectfully submit that Hughes Hubbard’s rates and policies, as set forth in the Coleman Declaration, are reasonable.

NOTICE

20. Notice of the hearing on this Application shall be provided to: (i) the U.S. Trustee; (ii) counsel for the Committee; (iii) counsel for Blue Torch Finance LLC, as administrative agent and collateral agent for the prepetition first lien lenders and the postpetition lenders; (iv) counsel for GLAS Americas LLC, as the administrative agent for the prepetition second lien lenders; and (v) all the parties that have requested notice in this proceeding pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: September 13, 2023
Wilmington, Delaware

/s/ James S. Feltman

NAME: James S. Feltman
TITLE: Chief Restructuring Officer
of the Debtors

**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)

Hearing Date: October 4, 2023 at 2:00 p.m. (ET)

Objection Deadline: Sept. 27, 2023 at 4:00 p.m. (ET)

**NOTICE OF APPLICATION OF DEBTORS FOR AUTHORITY
TO RETAIN AND EMPLOY HUGHES HUBBARD & REED LLP
AS ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed the *Application of Debtors for Authority to Retain and Employ Hughes Hubbard and Reed LLP as Attorneys for Debtors Effective as of the Petition Date* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801, on or before **September 27, 2023 at 4:00 p.m. (ET)** (the “Objection Deadline”) and served upon and received by the

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 Servicos 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. (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.

undersigned proposed attorneys for the Debtors.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are received, the Application and such objections shall be considered at a hearing before the Honorable J. Kate Stickles at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom No. 6, Wilmington, Delaware 19801 on **October 4, 2023 at 2:00 p.m. (ET)**.

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Remainder of page intentionally left blank.

Dated: September 13, 2023
Wilmington, Delaware

Respectfully submitted,

/s/ Gregory J. Flasser

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

Email: 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 A

Coleman Declaration

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

AN GLOBAL LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

**DECLARATION OF KATHRYN A. COLEMAN IN
SUPPORT OF APPLICATION OF DEBTORS FOR AUTHORITY
TO RETAIN AND EMPLOY HUGHES HUBBARD & REED LLP AS
ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Kathryn A. Coleman, hereby declare as follows:

1. I am a partner and co-chair of the Corporate Restructuring Department of the firm of Hughes Hubbard & Reed LLP (“Hughes Hubbard” or the “Firm”), an international law firm with principal offices at One Battery Park Plaza, New York, New York 10004.

2. I submit this declaration (this “Declaration”) in connection with the application submitted on the date hereof (the “Application”)² of AN Global LLC and its affiliated

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. (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. Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Application.

debtors, as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for authority to employ and retain Hughes Hubbard as their attorneys, effective as of the Petition Date, at its normal hourly rates in effect from time to time and in accordance with its normal reimbursement policies, in compliance with sections 327(a), 328, 329, and 504 of title 11 of the United States Code (the “Bankruptcy Code”), and to provide the disclosure required under Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Hughes Hubbard’s completion of further review, or as additional information regarding parties in interest becomes available, a supplemental declaration will be submitted to the Court reflecting such amended, supplemented, or otherwise modified information.

3. Neither I, Hughes Hubbard, nor any partner of, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with these Chapter 11 Cases. In addition, except as set forth herein, to the best of my knowledge, after due inquiry, neither I, Hughes Hubbard, nor any partner of, counsel to, or associate of the Firm represents any party in interest in these Chapter 11 Cases in matters related to these Chapter 11 Cases.

HUGHES HUBBARD’S DISCLOSURE PROCEDURES

4. Hughes Hubbard, which employs approximately 225 attorneys, has a large and diversified legal practice that encompasses the representation of certain financial institutions and commercial corporations. Hughes Hubbard has in the past represented, currently represents, and may in the future represent entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors’ pending Chapter 11 Cases. Some of those entities are, or may

consider themselves to be, creditors or parties in interest in the pending Chapter 11 Cases or otherwise to have interests in these cases.

5. In preparing this Declaration, Hughes Hubbard used a set of procedures it has developed to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the "Firm Disclosure Procedures"). Pursuant to the Firm Disclosure Procedures, Hughes Hubbard performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Hughes Hubbard's connection to such parties:

- a. A comprehensive list of the types of entities that may have contacts with the Debtors was developed through discussions with the Hughes Hubbard attorneys who have provided services to the Debtors and in consultation with the advisors to and senior management of the Debtors (the "Retention Checklist," attached hereto as Exhibit 1).
- b. Hughes Hubbard obtained information responsive to the Retention Checklist through several inquiries of the Debtors' senior management and advisors and review of documents provided by the Debtors to Hughes Hubbard. Hughes Hubbard then used that information, together with other information identified by Hughes Hubbard, to compile a list of the names of entities that may be parties in interest in these Chapter 11 Cases (the "Potential Parties in Interest").
- c. Hughes Hubbard maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the entities for which any attorney time charges have been billed since the database was first created (the "Client Database"). The Client Database includes the names of all current and former clients, the names of the parties who are or were related or adverse to such current and former clients, and the names of the Hughes Hubbard personnel who are or were responsible for current and former matters for such clients. Hughes Hubbard's policy is that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the

prospective client, the name of the matter, adverse parties, and, in some cases, parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter undertaken by Hughes Hubbard. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- d. Hughes Hubbard compared the names of each of the Potential Parties in Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison. Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective Hughes Hubbard personnel responsible for the identified client matters (the “Disclosure Schedule,” attached hereto as Exhibit 2).
- e. A Hughes Hubbard attorney then reviewed the Disclosure Schedule and deleted obvious name coincidences and individuals or entities that were adverse to Hughes Hubbard’s clients in both this matter and the matter referenced on the Disclosure Schedule.
- f. Using information in the Client Database concerning entities on the Disclosure Schedule and making general and, if applicable, specific inquiries of Hughes Hubbard personnel, Hughes Hubbard verified that it does not represent and has not represented any entity on the Disclosure Schedule in connection with the Debtors or these Chapter 11 Cases.
- g. In addition, a general inquiry to all Hughes Hubbard personnel (attorneys and staff) was sent by electronic mail before the filing of this Application to determine whether any such individual or any member of his or her household (i) owns any debt or equity securities of the Debtors; (ii) holds a claim against or interest adverse to the Debtors; (iii) is or was an officer, director, or employee of the Debtors; (iv) is related to or has any connections to Bankruptcy Judges in the District of Delaware; or (v) is related to or has any connections to anyone working in the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”).

HUGHES HUBBARD’S CONNECTIONS WITH DEBTORS

6. Hughes Hubbard compiled responses to the foregoing inquiries for the purposes of preparing this Declaration. Responses to the inquiry described in paragraph 5(g) above reflect that, as of the Petition Date, no Hughes Hubbard personnel or member of the household of

any Hughes Hubbard personnel holds any claims against, stock of, or other interests in the Debtors and that no such individuals held any significant employment with the Debtors, or is related to or has any connections to anyone working in the Office of the U.S. Trustee. Certain Hughes Hubbard attorneys, including attorneys working on this matter, have previously clerked or otherwise worked with Bankruptcy Judges in the District of Delaware.

7. Since Hughes Hubbard's retention related to restructuring-related legal services, Hughes Hubbard has advised the Debtors concerning their operations, disputes with key stakeholders, and strategic restructuring alternatives. Most recently, Hughes Hubbard provided the services necessary to enable the Debtors to commence these Chapter 11 Cases. Hughes Hubbard, working together with Potter Anderson & Corroon LLP ("Potter Anderson"), was primarily responsible for the preparation of the Debtors' chapter 11 petitions, initial motions for "first day" relief, and applications relating to these Chapter 11 Cases and their commencement.

**HUGHES HUBBARD'S CONNECTIONS WITH PARTIES IN INTEREST IN
MATTERS UNRELATED TO THESE CHAPTER 11 CASES**

8. Either I, or an attorney working under my supervision, reviewed the connections between Hughes Hubbard and the clients identified on the Disclosure Schedule and the connections between those entities and the Debtors. After such review, either I, or an attorney working under my supervision, determined, in each case, that Hughes Hubbard does not hold or represent an interest that is adverse to the Debtors' estates and that Hughes Hubbard is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

9. Hughes Hubbard previously represented, currently represents, and may represent in the future any party listed on the Disclosure Schedule or its affiliates in matters unrelated to the Debtors or these Chapter 11 Cases. In the event that there is any dispute between

the Debtors and any of these parties (or their affiliates), Hughes Hubbard will not represent the Debtors in any matter adverse to such organizations. Any and all such matters will be handled by Potter Anderson (where Potter Anderson does not similarly have a conflict).

10. To the best of my knowledge and information, the annual fees in 2021 and 2022 paid to Hughes Hubbard by any party listed on the Disclosure Schedule or its affiliates on an aggregate basis did not exceed 2% of the Firm's annual gross revenue, except that fees paid by Cantor Fitzgerald & Co. ("Cantor Fitzgerald") constituted approximately 2.2% of the Firm's annual gross revenue in 2022. Cantor Fitzgerald is the Debtors' former investment bank. The Debtors terminated their engagement letter with Cantor Fitzgerald prior to the Petition Date. To the extent any matters related to Cantor Fitzgerald arise in relation to the Debtors, in these Chapter 11 Cases or otherwise, Potter Anderson will represent the Debtors in any and all such matters.

11. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code and Bankruptcy Rule 2014(a), between Hughes Hubbard and (i) the U.S. Trustee or any person employed thereby, (ii) any attorneys, accountants, or financial consultants in these Chapter 11 Cases, except as set forth herein and on the Disclosure Schedule or (iii) any investment bankers that represent or may represent the Debtors or claimants or other parties in interest in these Chapter 11 Cases, except as set forth herein. As part of its practice, Hughes Hubbard appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent the Debtors, claimants, and other parties in interest these cases. Hughes Hubbard does not have any relationship with any such attorneys, accountants, financial consultants, or investment bankers that would be adverse to the Debtors or their estates.

12. To the best of Hughes Hubbard's knowledge, Hughes Hubbard has not represented any entities that hold, or may in the future hold, the Debtors' debt in beneficial accounts on behalf of unidentified parties. As a large firm, Hughes Hubbard may represent creditors/investors of parties interested in investing in one or more parties in interest in these cases. Hughes Hubbard does not believe these relationships represent interests adverse to a debtor.

13. Certain of the parties in interest or affiliates or subsidiaries of parties in interest in these Chapter 11 Cases are, were, or could be, from time to time, members or parties related to members of ad hoc groups or official creditors' committees represented by Hughes Hubbard in matters unrelated to these Chapter 11 Cases. In such instances, Hughes Hubbard only represented, currently only represents, and will only represent the committee or group, and did not represent, does not represent, and will not represent the parties in their individual capacities.

14. Despite the efforts described herein to identify and disclose Hughes Hubbard's connections with the parties in interest in these Chapter 11 Cases, and because of the Debtors' numerous relationships, Hughes Hubbard is unable to state with certainty that every client relationship or other connection has been disclosed. In this regard, Hughes Hubbard will continue to apply the Firm Disclosure Procedures. If any new material relevant facts or relationships are discovered or arise, Hughes Hubbard will promptly file a supplemental disclosure with the Court.

HUGHES HUBBARD IS DISINTERESTED

15. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe Hughes Hubbard does not hold or represent an interest adverse to the Debtors' estates in the matters upon which Hughes Hubbard is to be employed, and Hughes Hubbard is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

HUGHES HUBBARD’S RETAINER, RATES AND BILLING PRACTICES

16. Hughes Hubbard’s proposed rates for these Chapter 11 Cases are \$1,150 to \$1,775 for partners and senior counsels, \$550 to \$1,075 for associates, \$1,075 to \$1,750 for counsel and specialist attorneys, and \$365 for legal assistants. These rates are subject to change from time to time.³

17. Hughes Hubbard is not a creditor of the Debtors. As of the Petition Date, Hughes Hubbard held an advance payment retainer of \$4,250 (the “Fee Advance”). Hughes Hubbard intends to apply the Fee Advance to any outstanding expenses incurred prior to the commencement of the Chapter 11 Cases that were not processed through the Firm’s billing system as of the Petition Date. An accounting summary of all payments and advances invoiced and received by Hughes Hubbard prior to the Petition Date is set forth on Exhibit 3 annexed hereto. In addition, Hughes Hubbard wrote-off \$606,352 in fees incurred prior to the Petition Date in connection with preparation of the Chapter 11 Cases, prior to billing the Debtors.

18. Hughes Hubbard also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with Hughes Hubbard’s normal reimbursement policies, subject to any modifications to such policies that Hughes Hubbard may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in*

3. As do its peer firms, Hughes Hubbard increases the hourly billing rate of attorneys and paraprofessionals in the form of step increases awarded in the ordinary course of business based on, *inter alia*, increases in the attorneys’ or paraprofessionals’ seniority or promotions they may be awarded. These step increases do not constitute “rate increases” (as the term is used in the Fee Guidelines).

Larger Chapter 11 Cases, effective November 1, 2013 (the “Fee Guidelines”).⁴ Hughes Hubbard’s disbursement policies pass through the following expenses and charges at actual cost or an estimated actual cost when the actual cost is difficult to determine: express mail charges, photocopying charges, hand delivery and other delivery charges, travel expenses, computerized research and other expenses necessary to conduct its work. Other reimbursable expenses (whether the service is performed by Hughes Hubbard in-house or through a third-party vendor) include, but are not limited to, overtime, overtime meals, court costs, cost of food at meetings, transcript fees, translation services, and clerk fees.

19. No promises have been received by Hughes Hubbard, or any partner, counsel, or associate thereof, as to payment or compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines.

20. No agreement exists between Hughes Hubbard and any other person (other than among partners, counsel, and associates of Hughes Hubbard) for the sharing of compensation to be received by Hughes Hubbard in connection with services rendered in these Chapter 11 Cases.

Coordination with Other Professionals for Debtors

21. Hughes Hubbard is aware that the Debtors have submitted, or intend to submit, applications to applications to employ or retain (i) Potter Anderson as co-counsel; (ii) Teneo Capital LLC to provide a chief restructuring officer and certain additional personnel; (iii)

4. The Fee Guidelines themselves acknowledge that “the Guidelines do not supersede local rules, court orders, or other controlling authority.” While the Debtors and Hughes Hubbard intend to work cooperatively with the U.S. Trustee to address requests for information and any concerns that may have led to the adoption of the Fee Guidelines, neither the filing of this Declaration, nor anything contained herein, is intended to or shall be deemed to be an admission by Hughes Hubbard that it is required to comply with the Fee Guidelines. Hughes Hubbard reserves any and all rights with respect to the application of the Fee Guidelines in respect of any application for employment or compensation filed in the case.

Guggenheim Securities, LLC as investment banker; (iv) Deloitte Asesoría Financiera, S.C. as provider of certain management services to certain Mexican Debtors; (v) Garrigues México, S.C. as special Mexican counsel; and (vi) Kurtzman Carson Consultants LLC as claims and noticing agent and, separately, as administrative advisor. Hughes Hubbard, together with the Debtors' management, intends to carefully monitor and coordinate efforts of all professionals retained by the Debtors in these Chapter 11 Cases and will clearly delineate their respective duties so as to prevent duplication of effort, whenever possible.

Attorney Statement Pursuant to the Fee Guidelines

22. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the Fee Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

Response: The Debtors engaged Hughes Hubbard to perform restructuring services in March 2023. The applicable rates prepetition in 2023 are the same as those described in paragraph 16 above. There were no adjustments during the period from March 2023 through the date of the petitions. Hughes Hubbard's billing rates and the material financial terms with respect to this representation have not changed post-petition.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Yes, the Debtors have approved a prospective budget and staffing plan for the period from the Petition Date through November 30, 2023. Hughes Hubbard and the Debtors will review such prospective budget following the close of the stated period to determine a budget for the following period. Moreover, the Debtors recognize that it is possible that in the Chapter 11 Cases there may be unforeseen fees and expenses that will need to be addressed by the Debtors and Hughes Hubbard and the budget refined to reflect such matters.

23. The foregoing constitutes the statement of Hughes Hubbard pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

Conclusion

24. The Application requests approval of the Debtors' retention of Hughes Hubbard at Hughes Hubbard's normal hourly rates, described herein, in effect at the time the services are rendered and in accordance with Hughes Hubbard's normal reimbursement policies, subject to any modifications to such policies that Hughes Hubbard may be required to make to comply with orders of the Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines. Subject to these terms and conditions, Hughes Hubbard intends to apply, pursuant to section 330 of the Bankruptcy Code, for allowance of compensation for professional services rendered in these Chapter 11 Cases and for reimbursement of actual and necessary expenses incurred in connection therewith in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Fee Guidelines.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: September 13, 2023

/s/ Kathryn A. Coleman
Kathryn A. Coleman
Partner, Hughes Hubbard & Reed LLP

Exhibit 1

Retention Checklist

Affiliations of Current Officers and Directors

- Abril Law, PLLC
- Administradora Ignia, S.A. de C.V.
- Administradora Latin Idea, S.A.P.I. de C.V.
- Administradora LIV Capital, S.A.P.I. de C.V.
- AGS Group, LLC
- Ánima Estudios, S.A.P.I. de C.V.
- Armada Capital, LLC
- Armada Capital, SA de CV
- Armada Latin America Opportunity Fund GP
- Armada Partner, SC
- Avaya Holdings Corp.
- Banco Credit Suisse, S.A.
- Boletia, Inc.
- Bolsa Institucional de Valores, S.A. de C.V.
- Casa de Bolsa Credit Suisse, S.A. de C.V.
- CEC Entertainment
- Central de Corretajes, S.A.P.I. de C.V.
- CKC Consultores SA de CV
- CMR, S.A.B. de C.V.
- Comunidades que Renacen SAPI de CV
- Cox Energy América (COXA)
- Cyber Team SAPI de CV
- Cybolt Managed Services SA de CV
- Cynalex Productions, LLC
- EJURMSC, LLC
- Fine & Casual Dinning, S.A.P.I. de C.V.
- Gasngo Latam
- Gasngo Mexico, SA de CV
- Grizzly Energy, LLC (f/k/a Vanguard Natural Resources, Inc.)
- Grupo Aeromexico SAPI de CV
- Grupo Diagnóstico Proa, S.A.P.I. de C.V.
- Grupo Financiero Credit Suisse, S.A. de C.V.
- Grupo Hotelero Santa Fe, S.A.B. de C.V.
- Grupo Traxión, S.A.B. de C.V.
- Hexion Inc.
- Holding Universidad Centro, S.A.P.I. de C.V.
- HSM Group Management Focus Europe Global, S.L.
- Immuno Holding, S.A.P.I. de C.V.
- Informacion Segura SA de CV
- Invertis, LLC
- Juganu LTD
- Laig de Mexico, SA de CV
- Latin Idea Advisors, LLC

- Latin Idea Ventures, LLC
- Libbey Inc.
- LIV Capital Acquisition Corp.
- LIV Capital Acquisition Corp. II
- LIV GP Master, S.A.P.I. de C.V.
- LIVE Fund I Partners GP, LLC
- Logyt EN, S.A.P.I. de C.V.
- Marblegate Acquisition, Corp.
- Mattress Firm
- Maya Capital, SA de CV
- Mexican Lights Investments LP
- Mexican Lights LLC GP
- Modatelas, S.A.P.I. de C.V.
- Monitronics International, Inc.
- MZM Estrategia, S.A.P.I. de C.V.
- Nexxus Capital, S.A.P.I. de C.V.
- Nexxus Iberia Fund I, FCR
- Noble Drilling
- Novitech SA de CV
- Parker Drilling Company
- Pescadero Capital, LLC
- Productos Mendoza, S.A. de C.V.
- Pursuit SCA SICAV RAIF, its affiliate CYBOLT Inc. and its subsidiaries
- Redan Advisors LLC
- Rotoplás
- RW Consulting de México, S.A.P.I. de C.V.
- RW Consulting, S.A. de C.V.
- RW Endeavor LLC
- Servicios LIV, S.C.
- Skandia Colombia
- Sungard Availability Services
- The Rising Start Foundation
- Traxión
- UM-NSU Card
- United Mileage Plus, LLC
- Ventura Entertainment, S.A.P.I. de C.V.

Brokers

- Continental Stock Transfer
- Merrill Lynch
- William Blair & Company LLC

Creditors' Professionals

- Chipman Brown Cicero & Cole, LLP
- Galicia Abogados, S.C.
- FTI Consulting, Inc.
- Pryor Cashman LLP
- Ropes & Gray LLP
- Skadden, Arps, Slate, Meagher & Flom LLP

Current Officers and Directors of the Debtors

- Diana P. Abril
- Patrick Bartels
- Gerardo Benitez Peláez
- Alvaro Bertrán Farga
- Andrés Borrego y Marrón
- Carolyne Cesar
- Clare Deboef
- Marina Díaz Ibarra
- Mauricio Garduño González Elizondo
- Roberto Langenauer Neuman
- Ana Gabriela Luna Valerio
- Alejandro Manzochi
- Diego Morano
- Gilson Pereira de Gouvêa
- Eric Purdum
- Mauricio J. Rioseco Orihuela
- Eduardo Alberto Rodríguez Rached
- Alejandro Rojas Domene
- Alexander Roger Rossi
- Arturo José Saval Pérez
- Manuel Senderos
- Erika Silva Nieto
- Diego H. Zavala

Debtors, Affiliates & Subsidiaries

- 4th Source Holding Corp. (US)
- 4th Source México, LLC (US)
- 4th Source, LLC (US)
- AgileThought Argentina S.A. (Arg)
- AgileThought Brasil Serviços de Consultoria Em Software (BR)
- AgileThought Brasil-Consultoria Em Tecnologia LTDA (BR)

- AgileThought Costa Rica S.A. (CR)
- AgileThought Digital Solutions, S.A.P.I. de C.V. (MX)
- AgileThought, LLC (US)
- AgileThought México, S.A. de C.V. (MX)
- AgileThought, S.A.P.I. de C.V.
- AgileThought Servicios Administrativos, S.A. de C.V. (MX)
- AgileThought Servicios México, S.A. de C.V. (MX)
- AgileThought, Inc. (US)
- AGS Alpama Global Services México, S.A. de C.V. (MX)
- AGS Alpama Global Services USA, LLC (US)
- AN Data Intelligence, S.A. de C.V. (MX)
- AN Evolution, S. de R.L. de C.V. (MX)
- AN Extend, S.A. de C.V. (MX)
- AN Global LLC (US)
- AN USA (US)
- AN UX, S.A. de C.V. (MX)
- Anzen Soluciones, S.A. de C.V. (MX)
- Cuarto Origen, S. de R.L. de C.V. (MX)
- Entrepids Technology Inc. (US)
- Entrepids México, S.A. de C.V. (MX)
- Facultas Analytics, S.A.P.I. de C.V. (MX)
- Faktos Inc, S.A.P.I. de C.V. (MX)
- IT Global Holding LLC (US)
- QMX Investment Holdings USA, Inc. (US)
- Tarnow Investment, S.L. (Spain)

Debtors' Major Shareholders

- Banco Nacional de Mexico, SA, Integrante del Grupo Financiero Banamex, Division Fiduciaria, solely in its Capacity as Trustee
- Banco Nacional de Mexico, SA, Member of Grupo Financiero Banamex, Division Fiduciaria in its Capacity as Trustee
- Cede & Co
- Invertis, LLC c/o Credit Suisse AG
- Nexxus Capital Private Equity Fund VI, L.P.

Debtors' Trade Names and Aliases (up to 8 years) (a/k/a/, f/k/a/, d/b/a/)

- AGS Alpama Global Services Argentina SA
- Alpama Global Services Brasil-Consultoria Em Tecnologia LTDA
- AN Brasil Servicios de Consultoria em Software, LTDA

- AN Digital, S.A. de C.V.
- AN Evolution, S.A. de C.V.
- AN Global IT, S.A.P.I. de C.V.
- NASOFT Costa Rica, S.A.
- NASOFT Servicios Administrativos, S.A. de C.V.
- NASOFT USA, Inc.
- North American Software, S.A.P.I. de C.V.
- Zetabe Interactive Agency, S.A. de C.V.

Deposit Banks

- Balanz Capital
- Banco BAC San Jose SA
- Banco Mercantil del Norte, S.A. (BANORTE)
- Banco Monex
- Banco Nacional de Mexico, S.A (BANAMEX)
- Banco Santander
- Banco Santander (México), S. A.
- Banco Santander, S. A.
- Bank Of America
- BBVA Bancomer S.A.
- Caixa General SA
- MONEX- Casa de Bolsa (caja de ahorro)
- Sistema de Transferencias y Pagos STP, S.A. DE C.V.

Former Officers and Directors (past 6 years)

- Miguel Angel Davila
- Amit Singh
- Humberto Zesati

Holders of 10 Largest Secured Claims (Consolidated)

- AFCO Premium Credit LLC
- AGS Group LLC
- Blue Torch Finance LLC
- Exitus Capital, S.A.P.I. de C.V.
- Credit Suisse Mexico Opportunities Fund
- GLAS Americas LLC
- GLAS USA LLC
- Monroe Capital Management Advisors, LLC

Holders of 20 Largest Unsecured Claims (Consolidated)

- AGS Group
- Anovorx
- Banco Ve por Mas
- BDO USA, LLP
- Cousins Fund II Tampa, III
- Datavision Digital
- Exitus Capital SAPI de CV SOFOM ENR
- Factoring Corporativo
- KC Rentas SA De CV
- Korn Ferry (US)
- KPMG LLP
- Link X, S.A. de C.V.
- Mayer Brown LLP
- Microsoft Corporation
- Microstrategy Mexico S de RI de Cv
- Monroe Capital LLC
- PricewaterhouseCoopers International Limited
- Sap Mexico Sa De Cv
- Tax Administration Service (Mexico)
- Tennessee Department of Revenue

Insurance and Benefits Carriers, Brokers and Administrators

- Allied World Insurance Company
- Allied World National Assurance Company
- AXA Seguros, S.A. de C.V.
- Bouchard Insurance, a Marsh & McLennan Agency
- Bradesco Seguros
- Federal Insurance Company
- Federal Insurance Company (Chubb)
- Grupo Nacional Provincial S.A.B
- Instituto Nacional de Seguros
- Mapfire Seguros Costa Rica S.A.
- Marsh, USA Inc.
- Metropolitan Life Seguros e Previdencia Privada S.A.
- National Union Fire Insurance Company Pittsburgh, PA (AIG)
- Pet Assure Corp
- Plenaria Seguros, S.A.
- Qualitas Compania de Seguros, S.A. de C.V.

- Swiss Medical ART S.A.
- The Guardian Life Insurance Company of America
- Tokio Marine Compana de Seguros, S.A. de C.V.
- United of Omaha Life Insurance Company
- XL Specialty Insurance Company
- Zurich Aseguradora Mexicana, S.A. de C.V.
- Zurich Minas Brasil Seguros S.A.

Landlord / Payee on real estate lease

- Antigua Business Center, S.A. De C.V.
- Bertha Eugenia Gonzalez Dueñas/Alejandro Cervantes Gonzalez
- Compania de Inmuebles Contemporaneos del Centro, S.A. DE C.V.
- Cousins Fund II Tampa III, LLC
- Dymond Gestao E Empreendimentos Ltda./Jose Carlos Donizetti Teixeira
- Fideicomiso Banco Ve por más SA
- Gafoleto S.A.
- Hisstema Concepto, SA DE CV
- Inmobiliaria Sky de Yucatán, S.A de C.V.
- Loch Ness Marketing SA DE CV
- Negocios Latitud, S.A. DE C.V.
- Regus Costa Rica Centres Limitada
- Regus Management Group, LLC
- Regus Management Spain, SL
- Team X Project & APP, S.A. de CV
- Tech Supply & Data B S.A. de C.V.
- Teckel Technology SA de CV

Lenders and Lender Agents

- AFCO Premium Credit LLC
- AGS Group LLC
- Blue Torch Finance LLC
- Exitus Capital, S.A.P.I. de C.V.
- GLAS Americas LLC
- GLAS USA LLC
- Monroe Capital Management Advisors, LLC
- Small Business Administration

Major Competitors

- Accenture plc

- Capgemini SE
- Cognizant Technology Solutions Corporation
- Endava plc
- EPAM Systems, Inc.
- Globant S.A.
- Grid Dynamics Holdings, Inc.
- International Business Machines Corporation

Parties to Pending Litigation

- Amick Company S.A de C.V.
- AN Data Intelligence, S.A. de C.V.
- AnovoRX
- Bufette Consultor Mexicano, S.A. de C.V. (BCM)
- Zetabe Interactive Agency, SA de CV
- Temugin Abraham del Carmen Rosas
- Lucas Andrade Abraão
- Jhonathan Anota Badillo
- Rosa Nelly Blas Torres
- Alejandro Briseño Estrada
- André de Campos Nogueira
- Roberto de Carvalho
- Roberto Ignacio Castañeda González
- Citibank, N.A.
- Marcelo Chen
- Marcelo da Cruz Sitta
- Marcelo A. Dato
- Valmir Devito
- Andre Luiz Dias
- Olivier Edouard Dusonchet
- Eric Garcia Farfan
- María Dolores García Martínez
- Marcelo Gava Segatelli
- Luis Raúl González Calderón
- Ilse Jozef Fernanda Van Damme
- Karla Fernandes Hoefel
- Murilo Ferreira Raposo Tavares
- Osmar Franco de Godoi
- Pablo Henrique de Assis
- Guadalupe Janet Hernandez Garnica
- Guadalupe Paulina Hernández Medina
- Miguel Ángel Jiménez Estrada
- Andres Abraham Moran Palomino
- Alma Patricia Moreno Castro

- Alexandre Orquisa Angelin
- Pablo Pailles Hernández
- Plinio Antonio Parise
- Joaquín Perez Brito
- Ivonne Pérez Gutiérrez
- Noé Lucio Ramírez
- María del Rosario Moreno Morales
- Víctor Alberto Santana Delgadillo
- Valdir Saudate
- Sferaazul, S.A. de C.V
- Sonda Mexico, S.A de C.V.
- Cristina Soares de Andrade
- José Trinidad Torres Romo
- Marcus Vinicius de Souza Lopes
- Roberto Zarate Aceves
- Vivo Consulting Corporation

Professionals and Consultants (including Ordinary Course Professionals and Recent Former Professionals)

- Allende & Brea
- Alves Strabelli Brasil
- Arellano & Cabrera Abogados, S.C.
- Bello, Gallardo, Bonequi y García, S.C.
- BDO USA, LLP
- Cantor Fitzgerald & Co.
- Creel, García-Cuéllar, Aiza y Enríquez
- CTG Translations, S.C.
- Deloitte Asesoría Financiera, S.C.
- Epstein Investment Trust
- Garrigues México, S.C.
- Guggenheim Securities, LLC
- Hughes Hubbard & Reed LLP
- Kurtzman Carson Consultants LLC
- J.P. Morgan Securities LLC
- KPMG LLP
- L.O. Baptista Advogados Brasil
- Mauricio Bolaños
- Morano & Sambrizzi
- Notaría 94 CDMX
- Potter Anderson & Corroon LLP
- Ogletree, Deakins, Nash, Smoak & Stewart, P.C.

- Ramon y Cajal Abogados
- Ritch Mueller
- Roel y Roel Abogados, S.C.
- Scherianz - Yanes Asociados
- S C Protección y Asesoría SC
- Teneo Capital LLC
- Teneo Securities LLC

Service Providers and Utilities

- Algar multimedia S/A
- Ana Maria Sartori Da Silveira
- AT&T Comercializacion Movil S De RL
- AT&T Comunicaciones Digitales
- Century Link
- Claro CR Telecomunicaciones S.A.
- Comision Federal De Electricidad
- Cyxtera Communications, LLC
- Dell Financial Services
- Dell Leasing Mexico S De RI De Cv
- Eletropaulo Metropolitana Eletricid
- Everfull Aguas Cristalina S.R.L.
- Federal Express Corporation
- Five9, Inc.
- Hendrix De Padua Nori
- Ishikawa Sistens Serviços De Limpez
- José Carlos Donizeti Teixeira
- Jpg José Pedro Guedes Purificadores
- KC Rentas SA De CV
- Kio Networks
- Klasse Serv De Manut Com Instal Equ
- Kopell Distribuicao E Logistica LTD
- Mantenimiento Autosuficiente Para L
- Megacable De Mexico Sa De Cv
- Mm Primo Comercio E Representações
- MZ Servicios EM Telefonía Movel E F
- One Marina Park Asociacion Civil
- Radiomovil Dipsa Sa De Cv
- Servicios Telum Sa De Cv

- S-Com S.A.
- SKAR Solucoes E Informatica Do Bras
- Spectrum Enterprise
- TDZ Brasil Servicos – LTDA
- Telecom Argentina S.A.
- Telefonía por Cable SA de CV
- Telefonicabrasil VIVO
- Telefonos de Mexico SAB de CV
- Telefonica Moviles Argentina S.A.
- VCRP Brasil Empresa De Comunicacao
- Verizon, CORP
- Vinicius Avancini ME

Significant Customers

- AutoZone Parts, Inc.
- Bain & Company, Inc.
- Citibank, N.A.
- Deloitte Touche Tohmatsu Services, Inc.
- Inovalon Holdings, Inc
- PricewaterhouseCoopers LLP
- Riot Games Services S. de R.L. de C.V.
- Santander Bank, N. A.
- Sedgwick Claims Management Services, Inc.
- St. Jude Children's Research Hospital, Inc.
- Syniverse Technologies, LLC
- VyStar Credit Union
- Walmart Inc.

Taxing Authorities

- Administracion Federal de Ingresos Publicos
- Agencia de Recaudación de la Provincia de Buenos Aires
- Arizona Department of Revenue
- Colorado Department of Revenue
- Comptroller of Maryland
- Department of the Treasury, Internal Revenue Service
- Florida Department of Revenue
- Georgia Department of Revenue
- Hillsborough County Tax Collector
- Illinois Department of Revenue

- Indiana Department of Revenue
- Louisiana Department of Revenue
- Massachusetts Department of Revenue
- Michigan Department of Treasury
- Ministerio de Hacienda
- Ministerio de Hacienda y Funcion Publica - Agencia Tributaria
- Minnesota Department of Revenue
- Missouri Department of Revenue
- New Jersey Department of Treasury
- New York State Department of Taxation and Finance
- North Carolina Department of Revenue
- Pennsylvania Department of Revenue
- Prefeitura Estado de São Paulo / Fazenda
- Previdência Social
- Receita Federal do Brasil
- Secret Da Receita Federal do Brasil
- Servicio de Administración Tributaria
- State of California Franchise Tax Board
- State of Mississippi Department of Revenue
- State of Rhode Island Division of Taxation
- Tennessee Department of Revenue
- Texas Comptroller of Public Accounts
- Tesoreria de la Federacion
- Vermont Department of Taxes

United States Bankruptcy Court for Delaware Clerk's Office

- Claire Brady
- Stephen Grant
- Marquetta Lopez
- Una O'Boyle

United States Bankruptcy Judges for Delaware

- Chief Judge Laurie Selber Silverstein
- Judge Ashely M. Chan
- Judge John T. Dorsey
- Judge Craig T. Goldblatt
- Judge Thomas M. Horan
- Judge Karen B. Owens
- Judge Brendan L. Shannon

- Judge J. Kate Stickle
- Judge Mary F. Walrath

United States Trustee for Delaware Office

- Benjamin Hackman
- Lauren Attix
- Linda Casey
- Denis Cooke
- Joseph Cudia
- Holly Dice
- Shakima L. Dortch
- Timothy J. Fox, Jr.
- Diane Giordano
- Christine Green
- Benjamin Hackman
- Nyanquoi Jones
- Jane Leamy
- Hannah M. McCollum
- Joseph McMahan
- James R. O'Malley
- Michael Panacio
- Linda Richenderfer
- Juliet Sarkessian
- Richard Schepacarter
- Edith A. Serrano
- Rosa Sierra-Fox
- Dion Wynn

Exhibit 2**Disclosure Schedule**

Matched Entity	Relationship to Debtors	Relationship to Hughes Hubbard
AXA Seguros, S.A. de C.V.	Insurance and Benefits Carriers, Brokers and Administrators	Affiliate of Current Client
Bain & Company, Inc.	Significant Customer	Affiliate of Current Client
Banco Credit Suisse, S.A.	Affiliations of Current Officers and Directors	Affiliate of Current Client
Banco Nacional de Mexico, SA, Integrante del Grupo Financiero Banamex, Division Fiduciaria, solely in its Capacity as Trustee /	Debtors' Major Shareholders	Affiliate of Current Client
Banco Nacional de Mexico, SA, Member of Grupo Financiero Banamex, Division Fiduciaria in its Capacity as Trustee	Debtors' Major Shareholders	Affiliate of Current Client
Banco Santander	Deposit Bank	Current Client
Bank of America	Deposit Bank	Current Client
BDO USA, LLP	Holders of 20 Largest Unsecured Claims (Consolidated)	Current Client
Cantor Fitzgerald & Co.	Professionals and Consultants (including Ordinary Course Professionals and Recent Former Professionals)	Current Client
Capgemini SE	Major Competitors	Affiliate of Current Client
Casa de Bolsa Credit Suisse, S.A. de C.V.	Affiliations of Current Officers and Directors	Affiliate of Current Client
Citibank NA	Parties to Pending Litigation and Significant Customers	Current Client
Credit Suisse Mexico Opportunities Fund	Holders of 10 Largest Secured Claims (Consolidated)	Affiliate of Current Client
Dell Financial Services	Service Providers and Utilities	Affiliate of Former Client

Matched Entity	Relationship to Debtors	Relationship to Hughes Hubbard
Dell Leasing Mexico S De Rl De Cv	Services Providers and Utilities	Affiliate of Former Client
Deloitte Asesoría Financiera, S.C.	Professionals and Consultants (including Ordinary Course Professionals and Recent Former Professionals)	Affiliate of Current Client
Deloitte Touche Tohmatsu Services, Inc.	Significant Customers	Affiliate of Current Client
International Business Machines Corporation	Major Competitors	Affiliate of Former Client
J.P. Morgan Securities LLC	Professionals and Consultants (including Ordinary Course Professionals and Recent Former Professionals)	Affiliate of Former Client
KPMG LLP	Holders of 20 Largest Unsecured Claims (Consolidated) and Professionals and Consultants (including Ordinary Course Professionals and Recent Former Professionals)	Current Client
Pescadero Capital, LLC	Affiliations of Current Officers and Directors	Investor in Current Client
PricewaterhouseCoopers International Limited	Holders of 20 Largest Unsecured Claims (Consolidated)	Current Client
Sap Mexico Sa De Cv	Holders of 20 Largest Unsecured Claims (Consolidated)	Affiliate of Current Client
Tokio Marine Compana de Seguros, S.A. de C.V.	Affiliations of Current Officers and Directors	Affiliate of Current Client
XL Specialty Insurance Company	Insurance and Benefits Carriers, Brokers and Administrators	Affiliate of Current Client

Exhibit 3**Summary of Payments**

Payment Date	Payment Amount	Invoice Date	Invoice Amount	Write off	Retainer Applied	Retainer Requested	Date range of services	Payment by Retainer ?	Retainer Balance	Days to Payment
4/4/2023	\$ 75,000.00	3/31/2023	\$ 75,000.00		-	75,000.00		N	\$ 75,000.00	4
4/12/2023	\$ 100,000.00	4/7/2023	\$ 100,000.00	-	(74,777.50)	100,000.00	3/30/23 - 4/6/23	Y	\$ 100,222.50	5
4/17/2023	\$ 100,000.00	4/14/2023	\$ 169,647.50	-	(100,222.50)	100,000.00	4/5/23 - 4/13/23	Y	\$ 30,352.50	3
4/18/2023	\$ 69,647.50							N	\$ 100,000.00	4
4/25/2023	\$ 269,269.36	4/21/2023	\$ 269,269.36	-	(100,000.00)	150,000.00	4/11/23 - 4/20/23	Y	\$ 150,000.00	4
5/4/2023	\$ 100,000.00	4/28/2023	\$ 100,000.00	-	(130,297.50)	100,000.00	4/14/23 - 4/27/23	Y	\$ 119,702.50	7
5/8/2023	\$ 173,267.50	5/5/2023	\$ 173,267.50	(805.00)	(119,702.50)	150,000.00	4/24/23 - 5/4/23	Y	\$ 150,000.00	4
5/16/2023	\$ 188,212.50	5/12/2023	\$ 188,212.50		(150,000.00)	150,000.00	4/28/23 - 5/11/23	Y	\$ 150,000.00	4
5/24/2023	\$ 286,510.83	5/19/2023	\$ 286,510.83		(150,000.00)	200,000.00	5/1/23 - 5/18/23	Y	\$ 200,000.00	2
5/30/2023	\$ 121,920.00	5/26/2023	\$ 121,920.00		(121,920.00)	121,920.00	5/17/23 - 5/24/23	Y	\$ 200,000.00	4
6/8/2023	\$ 156,035.00	5/31/2023	\$ 156,035.00		(156,035.00)	156,035.00	5/11/23 - 5/31/23	Y	\$ 200,000.00	8
6/13/2023	\$ 126,913.50	6/9/2023	\$ 126,913.50		(126,913.50)	126,913.50	5/23/23 - 6/8/23	Y	\$ 200,000.00	4
6/22/2023	\$ 103,332.50	6/16/2023	\$ 103,332.50		(103,332.50)	103,332.50	6/1/23 - 6/15/23	Y	\$ 200,000.00	7
7/7/2023	\$ 143,060.00	7/5/2023	\$ 143,060.00		(143,060.00)	143,060.00	6/21/23 - 6/29/23	Y	\$ 200,000.00	2
7/18/2023	\$ 479,834.54	7/10/2023	\$ 479,834.54		(179,834.54)	479,834.54	6/24/23 - 7/9/23	Y	\$ 500,000.00	8
7/21/2023	\$ 382,718.00	7/19/2023	\$ 382,718.00		(382,718.00)	382,718.00	7/2/23 - 7/17/23	Y	\$ 500,000.00	2
7/28/2023	\$ 350,388.00	7/25/2023	\$ 350,388.00		(350,388.00)	350,388.00	7/1/23 - 7/23/23	Y	\$ 500,000.00	3
8/4/2023	\$ 300,372.50	7/31/2023	\$ 300,372.50		(300,372.50)	300,372.50	7/19/23 - 7/30/23	Y	\$ 500,000.00	5
8/18/2023	\$ 429,750.00	8/14/2023	\$ 429,750.00		(429,750.00)	429,750.00	7/26/23 - 8/8/23	Y	\$ 50,000.00	4
8/18/2023	\$ 320,250.00	8/17/2023	\$ 320,250.00		-	320,250.00		N	\$ 820,250.00	1
8/18/2023	\$ 738,395.00	8/18/2023	\$ 738,395.00		(738,395.00)	-	8/2/23 - 8/17/23	Y	\$ 81,855.00	0
8/21/2023	\$ 150,000.00	8/21/2023	\$ 150,000.00		-	150,000.00		N	\$ 231,855.00	0
8/21/2023	\$ 187,205.00	8/21/2023	\$ 187,205.00		(187,205.00)	-	8/15/23 - 8/20/23	Y	\$ 44,650.00	0
8/25/2023	\$ 225,000.00	8/23/2023	\$ 225,000.00		-	225,000.00		N	\$ 269,650.00	2
8/25/2023	\$ 265,400.00	8/25/2023	\$ 265,400.00		(265,400.00)	-	8/21/23 - 8/23/23	Y	\$ 4,250.00	0
	\$ 5,842,481.73		\$ 5,842,481.73	(805.00)					\$ 4,250.00	

Exhibit B

Feltman Retention Declaration

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re

AN GLOBAL LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

**DECLARATION OF JAMES S. FELTMAN IN SUPPORT OF
APPLICATION OF DEBTORS FOR AUTHORITY TO RETAIN AND
EMPLOY HUGHES HUBBARD & REED LLP AS ATTORNEY FOR DEBTORS
EFFECTIVE AS OF PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, James S. Feltman, hereby declare as follows:

1. I am the Chief Restructuring Officer (“CRO”) of the debtors and debtors-in-possession in the above-captioned case (collectively, the “Debtors”). In my current role, I am responsible for supervising outside counsel and monitoring and managing legal fees and expenses.

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. (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. I submit this declaration (this “Declaration”) in support of the Debtors’ Application (the “Application”),² as debtors and debtors in possession, pursuant to sections 327(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for authority to retain and employ Hughes Hubbard & Reed LLP (“Hughes Hubbard” or the “Firm”), as attorneys for the Debtors in these Chapter 11 Cases, effective as of the Petition Date.

3. This Declaration is provided pursuant to Paragraph D.2 of the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “Fee Guidelines”). Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, information provided to me by the Debtors’ employees or advisors, or my opinion based upon knowledge and experience as CRO for the Debtors. I am authorized to submit this Declaration on behalf of the Debtors.

4. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that their bankruptcy professionals are subject to the same client-driven market forces, security, and accountability as professionals in non-bankruptcy engagements. To this end, the Debtors engaged Hughes Hubbard in March 2023 to advise the Debtors to assist in analyzing a broad range of strategic alternatives with respect to the Debtors’ capital structure and restructuring options. The Debtors chose Hughes Hubbard based

² Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

upon Hughes Hubbard's reputation and experience in the restructuring field, upon the Debtors' particular circumstances, and upon discussions with Hughes Hubbard's attorneys who were proposed to work on this matter.

5. As a result of Hughes Hubbard's prepetition representation of the Debtors, the Firm acquired an in-depth knowledge of the Debtors' capital structure and has gained insight into the current condition of the Debtors' businesses, management, operations, corporate governance, and restructuring goals. Accordingly, I believe Hughes Hubbard possesses the necessary knowledge and background to address the potential legal issues that may arise in the context of these Chapter 11 Cases.

6. Hughes Hubbard has confirmed to me that the Firm does not vary its billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement. Hughes Hubbard has advised me that its proposed rates for these Chapter 11 Cases are \$1,150 to \$1,775 for partners and senior counsels, \$550 to \$1,075 for associates, \$1,075 to \$1,750 for counsel and specialist attorneys, and \$365 for legal assistants. It is my understanding that Hughes Hubbard reviews and adjusts its billing rates annually. Hughes Hubbard has advised me that it will inform the Debtors of any adjustment to its existing rate structure.

7. I am informed by Hughes Hubbard that its attorneys' billing rates are adjusted each year to ensure that its rates are comparable to the billing rates of its peer firms. To the extent that there is any disparity in such rates, however, I nevertheless believe that Hughes Hubbard's retention by the Debtors is warranted in these cases for the reasons set forth in the Application.

8. I understand that Hughes Hubbard's fees and expenses will be subject to periodic review on a monthly, interim, and final basis, as applicable, during the pendency of these Chapter 11 Cases by, among other parties, the U.S. Trustee, and the Debtors, in accordance with the terms of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and order of the Court governing the procedures for approval of interim compensation of professionals retained in chapter 11 cases.

9. As CRO, I, along with the Debtors' Chief Legal Officer (the "CLO"), monitor the invoices submitted by our outside counsel. In so doing, the CLO and I assure that all requested fees and expenses are reasonable and correspond with necessary or beneficial services rendered on behalf of the Debtors' and their estates. The aforementioned review and approval process in these Chapter 11 Cases will not differ when the Debtors employ outside counsel for non-bankruptcy matters. Moreover, Hughes Hubbard has informed me that the Debtors will be provided with the opportunity to review all invoices and request adjustments to such invoices to the extent that the Debtors determine that such adjustments are necessary and appropriate, which requests will be carefully considered by Hughes Hubbard.

10. Hughes Hubbard and the Debtors have developed a prospective budget and staffing plan for the first interim period of these Chapter 11 Cases. The Debtors recognize that in a large chapter 11 case such as this, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtors and Hughes Hubbard. The Debtors also recognize that it is their responsibility to monitor closely the billing practices of Hughes Hubbard and its other counsel to ensure that fees and expenses paid by the estates remain consistent with the Debtors' expectations, taking into account the exigencies of these Chapter 11 Cases. To that end, the Debtors will continue to review and monitor the regular invoices submitted by Hughes Hubbard, and, together with Hughes Hubbard, will periodically amend the budgets and staffing plans to reflect developments in these cases as applicable.

11. As is the Debtors' historical practice, the Debtors will continue to monitor the fees and expense reimbursement process during these Chapter 11 Cases and ensure that the Debtors are an active participants in that process. Recognizing that every chapter 11 case is unique, the Debtors, together with Hughes Hubbard, will utilize the budgeting process to provide guidance on the period of time involved and the level of attorneys and professionals that will work on various matters, as well as the projection of average hourly rates for the attorneys and professionals for such matters.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: September 13, 2023
Wilmington, Delaware

/s/ James S. Feltman
NAME: James S. Feltman
TITLE: Chief Restructuring Officer
of the Debtors

Exhibit C

Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

AN GLOBAL LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

Re: Docket No. __

**ORDER AUTHORIZING RETENTION AND
EMPLOYMENT OF HUGHES HUBBARD & REED LLP AS
ATTORNEYS FOR DEBTORS EFFECTIVE AS OF PETITION DATE**

Upon the application, dated September 13, 2023 (the “Application”),² of the debtors and debtors-in-possession in the above-captioned Chapter 11 Cases (collectively, the “Debtors”), for entry of an order pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 authorizing the Debtors to retain and employ Hughes Hubbard & Reed LLP (“Hughes Hubbard”) effective as of the Petition Date, as counsel to the Debtors, pursuant to section 327(a) of title 11 the Bankruptcy Code (the “Bankruptcy Code”), and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure

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. (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. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

(the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of the Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), as more fully set forth in the Application; and upon the declaration of Kathryn A. Coleman, a partner of Hughes Hubbard, attached to the Application as **Exhibit A** (the “Coleman Declaration”) and the declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, attached to the Application as **Exhibit B** (the “Feltman Retention Declaration”); and the Court being satisfied, based on the representations made in the Application, the Coleman Declaration and the Feltman Retention Declaration that Hughes Hubbard is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Hughes Hubbard represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged; and it appearing that this Court has jurisdiction to consider the Application 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 this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the hearing to consider the relief requested herein (the “Hearing”) having been provided to the parties provided for in the Application and no further notice being necessary; and the legal and factual bases set forth in the Application 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 Application having been filed or made at the Hearing on the Application; and upon all of the proceedings before the Court;

IT IS HEREBY ORDERED THAT

1. The Application is approved and GRANTED as set forth herein.
2. The Debtors are authorized to employ and retain Hughes Hubbard as their attorneys in these Chapter 11 Cases, with the Fee Advance, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, in accordance with Hughes Hubbard's hourly rates and disbursement policies, all as contemplated by the Application, effective as of the Petition Date.
3. Hughes Hubbard is authorized to render the following professional services:
 - a. provide legal advice with respect to the Debtors' powers and duties as debtors-in-possession in the continued operation of their business and management of their properties;
 - b. attend meetings and negotiating with representatives of creditors and other parties-in-interest and advising and consulting on the conduct of these Chapter 11 Cases, including the legal and administrative requirements of operating in chapter 11;
 - c. take action necessary to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - d. prepare and prosecute on behalf of the Debtors all motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;
 - e. advise and assist the Debtors with financing and transactional matters as such may arise during the Chapter 11 Cases;
 - f. represent the Debtors in connection with obtaining authority to use cash collateral;

- g. advise and assist the Debtors with financing and transactional matters that may arise during these Chapter 11 Cases;
- h. advise and assist in the marketing and sale process for the Debtors' assets;
- i. take any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documentation related thereto;
- j. appear in Court and protecting the interests of the Debtors before the Court;
- k. advise the Debtors regarding tax matters; and
- l. perform all other legal services for the Debtors that may be necessary and proper in these Chapter 11 Cases.

4. Hughes Hubbard is authorized, without further order of this Court, to apply amounts from the Fee Advance to compensate and reimburse Hughes Hubbard for expenses incurred prior to the commencement of the Chapter 11 Cases consistent with its ordinary course billing practices. Hughes Hubbard is authorized to apply the remaining amount of the Fee Advance to satisfy the payment of Court-approved postpetition fees and expense consistent with all applicable orders entered in these Chapter 11 Cases.

5. Hughes Hubbard shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

6. Hughes Hubbard shall be compensated in accordance with, and shall file interim and final fee applications for allowance of its compensation and expenses pursuant to, sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court. Hughes Hubbard shall make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures set forth in the U.S. Trustee Fee Guidelines.

7. Hughes Hubbard shall make a reasonable effort to comply with Appendix B - Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases, Effective as of November 1, 2013.

8. Hughes Hubbard shall provide five (5) business days' notice to the Debtors, the U.S. Trustee, and the Official Committee of Unsecured Creditors in connection with any increase of its hourly rates occurring after the date of this Order. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

9. Notwithstanding anything in the Application to the contrary, Hughes Hubbard shall (i) to the extent that Hughes Hubbard uses the services of independent contractors or subcontractors (collectively, the “Contractors”) in these cases, pass through the cost of such Contractors at the same rate that Hughes Hubbard pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for Hughes Hubbard; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

10. Notwithstanding the applicability of Bankruptcy Rules 6004(h), 7062, or 9014, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. To the extent there is any inconsistency between this Order and the Application, the provisions of this Order shall govern.

12. The Debtors are authorized to take all actions necessary or appropriate to effectuate the relief granted in this Order.

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