

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

AN GLOBAL, LLC, et al., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

Related Docket Nos.: 12, 65, 103, 139 & 164

**BLUE TORCH FINANCE LLC'S JOINDER TO DEBTOR'S REPLY TO
CREDIT SUISSE MEXICO CREDIT OPPORTUNITIES FUND'S
RESERVATION OF RIGHTS WITH RESPECT TO ENTRY OF FINAL DIP ORDER**

Blue Torch Finance LLC, as DIP Agent² ("Blue Torch"), by and through its undersigned counsel, hereby joins (this "Joinder") the *Response of Debtors to Credit Suisse Mexico Credit Opportunities Fund's Reservation of Rights with Respect to Entry of Final DIP Order* [Docket No. 164] (the "Debtors' Reply"), and in support of this Joinder, respectfully states as follows:

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 otherwise defined herein shall have the meanings ascribed to such terms in Exhibit A to the *Notice of Filing of Proposed Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Senior Secured Priming Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection to the Prepetition IL Secured Parties, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* [Docket No. 139] (the "Proposed Final DIP Order") or the Debtors' Reply (as defined herein) as applicable.



JOINDER

1. On August 28, 2023, the Debtors filed the Motion. On August 30, 2023, the Bankruptcy Court entered the Interim Order. On September 15, 2023, Credit Suisse Mexico Credit Opportunities Fund (“Credit Suisse Mexico”) filed the Reservation of Rights.

2. Blue Torch concurs with, and joins in, the legal arguments advanced in the Motion and the Debtors’ Reply and supports the entry of the Proposed Final DIP Order. The Reservation of Rights is a meritless filing by a party without standing, in violation of and contrary to the plain language of the Intercreditor Agreement. As referenced in the Debtors’ Reply, following Credit Suisse Mexico’s filing of the Reservation of Rights, the DIP Agent has, consistent with the DIP Credit Agreement, not allowed the Debtors to withdraw additional funds from the Funding Account in any amount that would exceed the purported First Lien Cap. Absent entry of an order approving the Motion in substantially the form of the Proposed Final DIP Order, affirmatively overruling the Reservation of Rights and including the two critical proposed findings of fact in paragraphs 5(g) and 5(h) of the Proposed Final DIP Order, the DIP Agent is not prepared to proceed with any further funding under the DIP Facility.

3. Blue Torch reserves the right to amend or supplement this Joinder in all respects. Blue Torch further reserves all rights against Credit Suisse Mexico on account of Credit Suisse Mexico’s violation of the Intercreditor Agreement and the resulting costs the Debtors and the Prepetition 1L Agent were forced to incur.

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CONCLUSION

For the reasons set forth in the Debtors' Reply and this Joinder, Blue Torch respectfully requests that the Bankruptcy Court enter an order approving the Motion in substantially the form of the Proposed Final DIP Order.

Dated: October 2, 2023
Wilmington, Delaware

Respectfully submitted,

CHIPMAN BROWN CICERO & COLE, LLP

/s/ Mark L. Desgrosseilliers

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capacity as DIP Agent*