

**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. 95

**ORDER PURSUANT TO SECTIONS 105(a), 327, 328 AND 330 OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 2014 AND LOCAL
RULE 2014-1 AUTHORIZING THE DEBTORS TO EMPLOY
PROFESSIONALS USED IN THE ORDINARY COURSE OF
BUSINESS EFFETIVE AS OF THE PETITION DATE**

Upon the motion (the “**Motion**”)² of the debtors-and-debtors in possession in the above-captioned cases (collectively, the “**Debtors**”), pursuant to sections 105(a), 327, 328 and 330 of the Bankruptcy Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), for entry of an order (a) establishing certain procedures for the Debtors to retain

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.

2. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.



and compensate those professionals that the Debtors employ in the ordinary course of business (each, an “Ordinary Course Professional,” and collectively, the “Ordinary Course Professionals”), effective as of the Petition Date, without the (i) submission of separate employment applications and (ii) issuance of separate retention orders for each individual Ordinary Course Professional; and (b) authorizing the Debtors to compensate and reimburse such Ordinary Course Professionals, up to \$30,000 per professional per month,, without requiring such Ordinary Course Professionals to file individual fee applications as more fully set forth in the Motion; 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 of the United States District Court for the District of Delaware*, dated February 29, 2012; and consideration of the Motion and the requested relief therein being 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 it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted therein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein effective as of the Petition Date.
2. The Debtors are authorized to employ the Ordinary Course Professionals,

including, but not limited to, those professionals listed on **Exhibit 1** attached to this Order (the “**OCP List**”), in accordance with the following procedures (the “**OCP Procedures**”):

- (a) Within thirty days after the later of (i) the entry of an order granting this Motion; and (ii) the date on which the Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide to Debtors’ Counsel³ a declaration (the “**OCP Declaration**”), substantially in the form attached to the Proposed Order as **Exhibit 2**, (y) certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which the professional is to be employed and (z) disclosing the Ordinary Course Professional’s connections to parties-in-interest in these cases.
- (b) Upon receipt of the OCP Declaration, the Debtors shall file the same with the Court and serve a copy thereof upon: (i) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 207, Lockbox 35, Wilmington, DE 19801 (Attn: Benjamin A. Hackman, Esq.) (benjamin.a.hackman@usdoj.gov); (ii) counsel for Blue Torch Finance LLC, as administrative agent and collateral agent for the prepetition first lien lenders and the postpetition lenders: Ropes & Gray LLP, 1211 Avenue of the Americas, New York, New York 10036 (Attn: Gregg Galardi, Esq. (gregg.galardi@ropesgray.com), Lindsay Barca, Esq. (lindsay.barca@ropesgray.com), and Katharine E. Scott, Esq. (katharine.scott@ropesgray.com)) and Chipman Brown Cicero & Cole LLP, Hercules Plaza, 1313 North Market Street, Suite 5400, Wilmington, Delaware 19801 (Attn: Mark L. Desgrosseilliers, Esq. (desgross@chipmanbrown.com)); and (iii) proposed counsel for the Committee: Pachulski Stang Ziehl & Jones LLP, 919 N Market St # 1700, Wilmington, DE 19801 (Attn: Bradford J. Sandler, Esq. (bsandler@pszjlaw.com)). (each of the foregoing parties and the Debtors’ Counsel, a “**Notice Party**,” and collectively, the “**Notice Parties**”).
- (c) The Notice Parties shall have fourteen (14) days after the receipt of each OCP Declaration (the “**Objection Deadline**”) to object to the Debtors’ employment and compensation of such Ordinary Course Professional. The OCP Declaration shall conspicuously state the objection deadline. Any objecting party shall file such objection with the Court and serve the objection upon each of the Debtors’ counsel, the Notice Parties and the respective Ordinary Course Professional on or before the Objection

3. The attorneys for the Debtors are Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004 (Attn: Kathryn A. Coleman, Esq. and Jeffrey S. Margolin, Esq.), and Potter Anderson & Corroon LLP, 1313 North Market Street, 6th Floor, Wilmington, Delaware 19801 (Attn: Jeremy W. Ryan, Esq., Gregory J. Flasser, Esq., and Sameen Rizvi, Esq.) Wilmington, Delaware 19801 (together, “**Debtors’ Counsel**”).

Deadline. If any such objection cannot be resolved within twenty (20) days of its receipt by the Debtors' counsel, the matter shall be scheduled for adjudication by the Court at the next available hearing or such other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized to employ and compensate the Ordinary Course Professional in accordance with the OCP Procedures.

- (d) Once the Debtors retain an Ordinary Course Professional in accordance with these procedures, the Debtors may pay each Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred; provided, however, that the Ordinary Course Professional's total compensation and reimbursement shall not exceed \$30,000 calculated on average over the prior rolling three-month period (the "**OCP Cap**"), starting from the first full month following the commencement of these Chapter 11 Cases.⁴
- (e) If the fees and expenses for any particular Ordinary Course Professional exceed the OCP Cap, such Ordinary Course Professional shall file a fee application (a "**Fee Application**") for the full amount of fees sought and apply for compensation and reimbursement of such amount in compliance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court. With respect to any such Fee Application filed by an Ordinary Course Professional that provides legal services to the Debtors, each such Ordinary Course Professional shall reasonably comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Appendix B—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 as of November 1, 2013.
- (f) The Debtors shall not pay any fees and expenses to any Ordinary Course Professional unless (a) such Ordinary Course Professional has executed its OCP Declaration and such OCP Declaration was filed with the Court and served on the Notice Parties, (b) the applicable Objection Deadline has expired, and (c) no timely objection is pending. If a timely objection is received, no payment shall be made until such objection is either resolved or withdrawn or otherwise overruled by the Court.

4. The OCP Cap shall not apply to an Ordinary Course Professional's request for fees and disbursements submitted directly to an insurer.

- (g) The Debtors shall file a payment summary statement with the Court not more than 30 days after the last day of March, June, September and December of each year the Chapter 11 Cases are pending, or such other period as the Court directs, and to serve such statement upon the other Notice Parties. The summary statement (each a “Summary Statement”) will include the following information for each Ordinary Course Professional: (a) the name of the Ordinary Course Professional; (b) the amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the statement period broken down by month; (c) all postpetition payments made to such Ordinary Course Professional through such date; and (d) a brief statement of the type of services rendered by such Ordinary Course Professional.
- (h) The Notice Parties shall be permitted to file objections with the Court to the payments made to Ordinary Course Professionals identified in the Quarterly Statements within fourteen (14) days following service of the applicable Summary Statement (the “Summary Statement Objection Deadline”). If an objection to the fees and expenses of an Ordinary Course Professional is filed with the Court on or before the Summary Statement Objection Deadline, such fees and expenses will be subject to review and approval by the Court pursuant to section 330 of the Bankruptcy Code to the extent that such objection is not consensually resolved.
- (i) The Debtors reserve the right to retain additional Ordinary Course Professionals during these Chapter 11 Cases, as the need arises. In such event, the Debtors will file an amended OCP List with the Court and serve it on the Notice Parties with the OCP Declarations of the additional Ordinary Course Professionals. If no objection is received from any of the Notice Parties by the Objection Deadline, the Debtors shall be authorized to employ and compensate such additional Ordinary Course Professionals in accordance with the OCP Procedures.

3. The form OCP Declaration attached to this Order at **Exhibit 2** is approved.

4. Nothing herein constitutes (i) an admission as to the validity of any claim against the Debtors or (ii) a waiver of the Debtors’ or any party in interest’s rights to subsequently dispute any invoices of any Ordinary Course Professionals under applicable nonbankruptcy law.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

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

Dated: October 2nd, 2023
Wilmington, Delaware


J. KATE STICKLES
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1**Ordinary Course Professionals**

Professional	Address	Description of Services
A.M.C.O. Abogados, S.C.	Prado Sur 274 Lomas – Virreyes Lomas de Chapultepec Miguel Hidalgo 1000 Ciudad de México CDMX Mexico	Mexico Civil and Commercial Litigation counsel
Allende & Brea	Maipú 1300 CABA (C1006ACT) Argentina	Argentina Legal Counsel
Alves Strabelli Advogados	R. Ferreira de Araújo 202 - 7º andar – Pinheiros São Paulo – SP 05428-000 Brazil	Brazil Labor Counsel
Bello, Gallardo, Bonequi y García, S.C.	Agustín Manuel Chávez 1 – 001 Santa Fe Zedec Sta Fé Álvaro Obregón 01210 Ciudad de México CDMX Mexico	Mexico Immigration Counsel
BLP Abogados S.A.	BLP Building Via Lindora, 4th Floor Radial Santa Ana/Belen Costa Rica	Costa Rican Finance Counsel

Professional	Address	Description of Services
Creel, García-Cuéllar, Aiza y Enriquez, S.C.	Torre Virreyes Pedregal No. 24 Piso 24 Col. Molino del Rey Ciudad de México, 11040	Counsel to Chief Executive Officer to be Reimbursed by Debtors
Epstein Investment Trust	5 Ledgewood Drive Dover, MA 02030	Counsel on Certain Contractual Matters
L.O. Baptista Advogados	Av. Paulista, 1294 8° andar 01310-100 São Paulo Brasil	Brazil Litigation Counsel
Marcelo de los Santos y Cía., S.C.	Marcelo de los Santos y Cía., S.C. San Luis Potosí México	Mexico Corporate Counsel
Mattos Filho Vei a Filho Marre Jr e Quiro a Advogados	Alameda Joaquim Eugenio De Lima Nº447, Jardim Paulista, Sao Paulo, SP Zip code:01403-001 Brazil	Brazilian Finance Counsel
Mauricio Bolaños Delgado	Centro Corporativo Plaza Roble Piso 5 Oficinas Regus Costa Rica	Costa Rica Legal Counsel

Professional	Address	Description of Services
Morano & Sambrizzi	Viamonte 377 8° Piso Acceso Norte Ramal Tigre 2779 San Isidro, Buenos Aires Argentina	Argentina Corporate Counsel and Legal Representative
Olgletree, Deakins, Nash, Smoak & Stewart, P.C.	First Base Building 2142 Boyce St., Suite 401 Columbia, SC 29201	U.S. Immigration Legal Services
Pacheco & Neach PC	2 Park Plaza, Suite #1000 Irvine, California 92614	Counsel to Chief Executive Officer to be Reimbursed by Debtors
Ramon & Cajal Abagados	Caravela la Niña 12, planta 6ª 08017 Barcelona Spain	Spain Legal Counsel
Ritch Mueller	Oscar A. López Velarde Av. Pedregal 24 piso 10, Molino del Rey 11040 Ciudad de México México	Mexico Tax Counsel
Roel Abagados	Av. P.º de la Reforma 369 Cuauhtémoc 06500 Ciudad de México CDMX Mexico	Mexico Labor Counsel

Professional	Address	Description of Services
Scherianz - Yanes & Asociados	Cerrito 1070 3° Piso – Oficina 71 Ciudad de Buenos Aires Argentina (C1010AAV)	Argentina Labor Counsel
Severgnini, Robiola, Grinberg & Tombeur	Reconquista 336 piso 2° C1003 ABH Buenos Aires, Argentina	Argentinian Finance Counsel
Ulhoa Canto Advogados	Av. Brigadeiro Faria Lima, 1847 Jardim Paulistano, São Paulo - SP CEP 01452-001 - Brasil +55 11 3066 3066	Brazil Corporate and Tax counsel

EXHIBIT 2

Ordinary Course Professional Declaration

**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)

DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL

I, _____, do hereby declare under penalty of perjury that the following is true to the best of my knowledge, information, and belief:

I am a _____ of

_____, located at _____ (the

“Firm”).

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 Servicios 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.

The above-captioned debtors and debtors-in-possession (the “Debtors”) have requested that the Firm provide _____ services to the Debtors, and the Firm has consented to provide such services (the “Services”).

The Services include, but are not limited to, the following:

_____.

Except as otherwise provided herein, neither I, the Firm, nor any employee thereof, insofar as I have been able to ascertain, has any connection with Debtors, their creditors, any other party in interest, their respective attorneys and accountants, or the Delaware Office of the United States Trustee for Region 3, except as set forth on Exhibit 1 attached to this this verified statement. Notwithstanding any “connection” set forth on Exhibit 1, to the best of my knowledge, any “connection” of the Firm to the identified entities are limited to matters unrelated to the Debtors. Neither I nor any principal, partner, director, officer, of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates, or any class of creditors or equity interest holders with respect to the matter(s) upon which the Firm is to be employed. Nevertheless, the Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these chapter 11 cases for persons that are parties in interest in the Debtors’ cases (the “Chapter 11 Cases”).

The Firm's process of ascertaining whether it holds or represents any interest adverse to the Debtors, their estates, or any class of creditors or equity interest holders consists of the following: _____.

Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

Except as set forth herein, no promises have been received by the Firm or any partner, associate, or other professional thereof as to 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 orders of the Court.

In the past year, the Firm has been paid \$____ by the Debtors in respect of services rendered to the Debtors. In addition, the Firm has rendered services that have not yet been billed or that have been billed but with respect to which payment has not yet been received. As of the date of the commencement of their Chapter 11 Cases, the Debtors owed the Firm \$[_____] for prepetition services. [Add disclosure on any retainer held by OCP on Petition Date.]

[Add disclosure on OCP's standard rates and, to the extent they differ, billing rates for the Debtors].

The Firm is conducting further inquiries regarding its employment by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I also understand the limitations on compensation and reimbursement of expenses

under the OCP Order. Specifically, the Firm understands that in the event its fees and expenses exceed a total of \$30,000 calculated on average over the prior rolling three-month, starting from the first full month following the commencement of these Chapter 11 Cases, the Firm will be required to file with the Court a fee application for approval of its fees and expenses for such month in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any applicable procedures or orders of this Court.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

[NAME]
[ADDRESS]

Exhibit 1

[_____] currently represents the following entities in matters unrelated to the Debtors: