

**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. 93

**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. (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 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”), 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 Supplemental Declaration of Kathryn A. Coleman in further support of the Application (D.I. 152) (the “Supplemental Coleman Declaration”); and the Court being satisfied, based on the representations made in the Application, the Coleman Declaration, the Feltman Retention Declaration, and the Supplemental Coleman 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.

Dated: October 4th, 2023
Wilmington, Delaware


J. KATE STICKLES
UNITED STATES BANKRUPTCY JUDGE