

**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 Nos. 2, 46 and 80

**CERTIFICATION OF COUNSEL REGARDING
SECOND MODIFIED JOINT ADMINISTRATION ORDER**

The undersigned hereby certifies as follows:

1. On August 28, August 29, and September 1, 2023, the above-captioned debtors and debtors in possession (the “Joint Debtors”) filed their voluntary petitions.
2. On August 28, 2023, the Debtors filed the *Debtors’ Motion for Entry of an Order Pursuant to 11 U.S.C. § 105(a), Fed. R. Bankr. P. 1015(b) and Local Rule 1015-1 Directing Joint Administration of the Debtors’ Related Chapter 11 Cases* [Docket No. 2] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

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.



3. On August 29, 2023, the Court entered the *Order Pursuant to 11 U.S.C. § 105(a), Fed. R. Bankr. P. 1015(b) and Local Rule 1015-1 Directing Joint Administration of the Debtors' Related Chapter 11 Cases* [Docket No. 46] (the "Order").

4. On September 5, 2023, the Court entered the *Modified Order Pursuant to 11 U.S.C. § 105(a), Fed. R. Bankr. P. 1015(b) and Local Rule 1015-1 Directing Joint Administration of the Debtors' Related Chapter 11 Cases* [Docket No. 80] (the "Modified Order"). The Order and the Modified Order, together, approved the joint administration of the Joint Debtors for procedural purposes.

5. Subsequently, on October 6, 2023, the Debtors filed a voluntary petition for another Debtor-affiliate, Anzen Soluciones, S.A. de C.V. ("Anzen").

6. Because joint administration of these cases is procedural, ministerial, and routine in nature, and not substantive, the Debtors have further modified the Order, attached hereto as **Exhibit A** (the "Second Modified Order"), to include the case filed by Anzen, and request the Court to enter the Second Modified Order approving joint administration of Anzen with the Joint Debtors.

7. For the convenience of the Court and all parties in interest, a blackline of the Second Modified Order against the Modified Order is attached hereto as **Exhibit B**.

WHEREFORE, the Debtors respectfully request that the Second Modified Order granting the relief requested in **Exhibit A**, be entered at the earliest convenience of the Court.

Dated: October 6, 2023
Wilmington, Delaware

Respectfully submitted,

/s/ Sameen Rizvi

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

Counsel for the Debtors and Debtors in Possession

Exhibit A
(Second Modified Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p><i>In re</i></p> <p>AN GLOBAL LLC, et al.,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 23-11294 (JKS)</p> <p>(Jointly Administered)</p> <p>Re: Docket Nos. 2, 46, 80 and __</p>
<p>In re:</p> <p>ANZEN SOLUCIONES SA DE C.V.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 23-11687 (JKS)</p> <p>(Joint Administration Requested)</p>

**SECOND MODIFIED ORDER PURSUANT TO 11 U.S.C. § 105(a), FED. R. BANKR. P.
1015(b) AND LOCAL RULE 1015-1 DIRECTING JOINT ADMINISTRATION
OF THE DEBTORS' RELATED CHAPTER 11 CASES**

Upon the motion (the "Motion")² of the debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") for entry of an order (this "Order"), pursuant

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); Facultad 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 those meanings ascribed to them in the Motion or the Certification, as applicable.

to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b) and Local Rule 1015-1, directing the joint administration of the Debtors' related chapter 11 cases (the "Chapter 11 Cases"); and upon consideration of the *Declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, in Support of First Day Relief and Certification of Counsel Regarding Second Modified Joint Administration Order* (the "Certification"); and upon the statements of counsel in support of the relief requested in the Motion at the hearing before the Court; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and hearing to consider the relief requested herein (the "Hearing") appearing adequate and appropriate under the circumstances; and one additional chapter 11 petition having been filed on behalf of the Additional Debtors and this Court having found that no other or further notice need be provided; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Debtors, their estates, creditors and all parties in interest; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The above-captioned cases, including those currently jointly administered under Case No. 23-11294 (JKS) and the one filed by Anzen Soluciones, S.A. de C.V. ("Anzen"),

shall be jointly administered under Case No. 23-11294 (JKS) and consolidated for procedural purposes only. For the avoidance of doubt, all of the chapter 11 cases to be jointly administered are set forth on the Schedule 1 attached to each voluntary petition.

3. The Clerk of the Court shall maintain one file and one docket for the Chapter 11 Cases, which file and docket shall be the file and docket for the chapter 11 case of AN Global LLC, Case No. 23-11294 (JKS).

4. The consolidated caption of the jointly administered cases, including the one filed by Anzen, shall read as follows:

**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)

* * *

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); 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); Tarnow Investment, S.L. (No Tax ID); and Anzen Soluciones, S.A. de C.V. (No Tax ID). The Debtors’ headquarters are located at 222 W. Las Colinas Boulevard, Suite 1650E, Irving, Texas 75039.

5. The Clerk of the Court shall make a docket entry in each of the Chapter 11 Cases other than AN Global LLC substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing the procedural consolidation and joint administration of the chapter 11 cases commenced concurrently by AN Global LLC and the debtors in the above-captioned cases. The docket in the chapter 11 case of AN Global LLC, Case No. 23-11294 (JKS), should be consulted for all matters affecting this case.

6. Any and all orders previously entered by the Court in the chapter 11 cases of the Joint Debtors that are applicable to Anzen shall be deemed to extend and apply with equal force and effect to the chapter 11 case of Anzen.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of the Chapter 11 Cases.

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

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Exhibit B

(Blackline)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

AN GLOBAL LLC, et al.,¹

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

Re: Docket Nos. 2, 46, 80 and __

~~*In re*~~

~~**AGILETHOUGHT ARGENTINA S.A.,**~~

~~**Debtor.**~~

~~Chapter 11~~

~~Case No. 23 _____ ()~~

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.

	(Joint Administration Requested)
<p>In re:</p> <p>AGS ALPAMA GLOBAL SERVICES MEXICO S.A. <u>ANZEN SOLUCIONES SA DE C.V.,</u></p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 23 <u>23-11687</u> (— <u>JKS</u>)</p> <p>(Joint Administration Requested)</p>
<p>In re</p> <p>TARNOW INVESTMENT, S.L.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 23 <u> </u> (—)</p> <p>(Joint Administration Requested)</p>

SECOND MODIFIED ORDER PURSUANT TO 11 U.S.C. § 105(a), FED. R. BANKR. P. 1015(b) AND LOCAL RULE 1015-1 DIRECTING JOINT ADMINISTRATION OF THE DEBTORS’ RELATED CHAPTER 11 CASES

Upon the motion (the “Motion”)² of the debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”) for entry of an order (this “Order”), pursuant to section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b) and Local Rule 1015-1, directing the joint administration of the Debtors’ related chapter 11 cases (the “Chapter 11 Cases”); and upon consideration of the *Declaration of James S. Feltman, Chief Restructuring Officer of the Debtors, in Support of First Day Relief and Certification of Counsel Regarding Second Modified Joint Administration Order* (the “Certification”); and upon the statements of counsel in support of the relief requested in the Motion at the hearing before the Court; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157

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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 consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and hearing to consider the relief requested herein (the “Hearing”) appearing adequate and appropriate under the circumstances; and ~~three~~one additional chapter 11 ~~petitions~~petition having been filed on behalf of the Additional Debtors and this Court having found that no other or further notice need be provided; and the legal and factual bases set forth in the Motion establishing just and sufficient cause to grant the relief requested therein; and the relief granted herein being in the best interests of the Debtors, their estates, creditors and all parties in interest; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The above-captioned cases, including those currently jointly administered under Case No. 23-11294 (JKS) and ~~those~~the one filed by ~~the Additional Debtors~~Anzen Soluciones, S.A. de C.V. (“Anzen,”), shall be jointly administered under Case No. 23-11294 (JKS) and consolidated for procedural purposes only. For the avoidance of doubt, all of the chapter 11 cases to be jointly administered are set forth on the Schedule 1 attached to each voluntary petition.

3. The Clerk of the Court shall maintain one file and one docket for the Chapter 11 Cases, which file and docket shall be the file and docket for the chapter 11 case of AN Global LLC, Case No. 23–11294 (JKS).

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* * *

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5. The Clerk of the Court shall make a docket entry in each of the Chapter 11 Cases other than AN Global LLC substantially as follows:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware directing the procedural consolidation and joint administration of the chapter 11

cases commenced concurrently by AN Global LLC and the debtors in the above-captioned cases. The docket in the chapter 11 case of AN Global LLC, Case No. 23-11294 (JKS), should be consulted for all matters affecting this case.

6. Any and all orders previously entered by the Court in the chapter 11 cases of the Joint Debtors that are applicable to ~~the Additional Debtors~~Anzen shall be deemed to extend and apply with equal force and effect to the chapter 11 ~~cases of the Additional Debtors~~case of Anzen.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise affecting a substantive consolidation of the Chapter 11 Cases.

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

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.