

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

In re:

AN GLOBAL LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

**Objection Deadline: May 20, 2024 at 4:00 p.m. (ET)**

**SUMMARY OF SEVENTH MONTHLY APPLICATION OF POTTER  
ANDERSON & CORROON LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS  
CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD MARCH 1, 2024 THROUGH MARCH 31, 2024**

Name of Applicant:

Potter Anderson & Corroon LLP

Authorized to Provide Professional Services to:

Debtors and Debtors in Possession

Date of Retention:

October 3, 2023,  
effective as of August 28, 2023

Period for which Compensation  
and Reimbursement are Sought:

March 1, 2024 through March 31, 2024

Amount of Compensation Sought as Actual,  
Reasonable, and Necessary:

\$86,067.15 (which is net of \$397.85 credit due  
to Debtors as explained in Expense  
Categorization)

<sup>1</sup> 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, LLC (7626); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AGS Alpama Global Services USA, LLC (0487); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); 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); 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); 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.



Amount of Expense Reimbursement Sought  
as Actual, Reasonable, and Necessary:

\$0.00 (which is net of \$39.20 credit due to  
Debtors as explained in Expense  
Categorization)

This is a(n):  monthly  interim  final application

**Previously Filed Applications:**

<b>DATE FILED</b>	<b>PERIOD COVERED</b>	<b>REQUESTED FEES</b>	<b>REQUESTED EXPENSES</b>	<b>APPROVED FEES (80%)</b>	<b>APPROVED EXPENSES (100%)</b>	<b>20% HOLDBACK</b>
11/2/2023	08/28/2023- 09/30/2023	\$355,592.50	\$13,883.58	\$284,474.00	\$13,883.58	\$71,118.50
11/27/2023	10/01/2023- 10/31/2023	\$218,249.00	\$6,681.79	\$174,599.20	\$6,681.79	\$43,649.80
12/29/2023	11/01/2023- 11/30/2023	\$193,993.50	\$884.05	\$155,194.80	\$884.05	\$38,798.70
3/4/2024	12/01/2023- 12/31/2023	\$139,597.50	\$3,436.47	\$111,678.00	\$3,3436.47	\$27,919.50
4/1/2024	01/01/2024- 01/31/2024	\$110,304.50	\$452.50	\$88,243.60	\$452.50	\$22,060.90
4/1/2024	02/01/2024- 02/29/2024	\$119,566.50	\$437.05	\$95,653.20	\$437.05	\$23,913.30

**COMPENSATION BY PROFESSIONAL**  
**MARCH 1, 2024 THROUGH MARCH 31, 2024**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Jeremy W. Ryan	Joined firm as Partner in 2009. Member of DE Bar since 1997.	\$1,075.00	33.5	\$36,012.50
L. Katherine Good	Joined firm as Partner in 2019. Member of PA Bar since 2007. Member of DE Bar since 2008.	\$975.00	0.2	\$195.00
Michael W. Whittaker	Joined firm as an Associate in 2000. Partner in 2008. Member of DE Bar since 2000. Member of FL since 2003.	\$1,050.00	0.3	\$315.00
R. S. McNeill	Joined firm as an Associate in 2008. Partner in 2024. Member of DE Bar since 2008.	\$850.00	5.5	\$4,675.00
Gregory J. Flasser	Joined firm as an Associate in 2023. Member of DE Bar since 2015.	\$630.00	31.8	\$23,034.00
James R. Risener	Joined firm as an Associate in 2023. Member of GA Bar since 2020.	\$540.00	23.3	\$12,582.00
Levi Akkerman	Joined firm as an Associate in 2022. Member of the DE Bar since 2022.	\$470.00	9.5	\$4,465.00
Kristin McCloskey	Joined firm as Paralegal in 2023. Paralegal since 2008.	\$370.00	21.1	\$7,807.00
Theresa A. Mistretta	Joined firm as a Paralegal in 2023. Paralegal since 2017.	\$345.00	1.1	\$379.50
			<b>126.3</b>	<b>\$86,465.00</b>
			Grand Total:	\$86,465.00
			Attorney Compensation:	\$78,278.50
			Total Attorney Hours:	104.1

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate</b> (including changes)	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Blended Attorney Rate:			\$751.95	

**COMPENSATION BY PROJECT CATEGORY**  
**MARCH 1, 2024 THROUGH MARCH 31, 2024**

Project Category	Hours	Amount
Asset Analysis and Recovery (AA)	0.0	\$0.00
Litigation/Adversary Proceedings (AP)	18.7	\$11,064.50
Business Operations (BO)	7.5	\$6,683.00
Budgeting (BU)	3.5	\$3,762.50
Case Administration (CA)	25.2	\$16,833.00
Court Appearances/Communications/Hearings (CH)	2.4	\$1,122.00
Creditor Inquiries (CI)	1.3	\$1,086.00
Financing/Cash Collateral/DIP (CR)	7.4	\$4,175.00
Employment Applications/Objections (EA)	0.1	\$63.00
Employee Matters (EB)	2.7	\$2,813.50
Executory Contracts and Leases (EC)	3.6	\$2,848.50
Fee Applications/Objections (FA)	22.5	\$12,034.50
Fee Applications (FP)	9.0	\$3,943.50
Tax Issues/Corporate Matters (MA)	9.8	\$10,001.00
Meetings (MC)	1.1	\$935.00
Relief from Stay Proceedings (MR)	0.0	\$0.00
Claims Administration and Objections (PC)	2.1	\$1,477.00
Plan and Disclosure Statement (PL)	0.0	\$0.00
Asset Disposition/Use, Sale (SA)	5.5	\$5,868.00
Schedules & Statements/MORs/Other UST Reporting (SS)	3.9	\$1,755.00
Communications with Debtors or Trustee (TR)	0.0	\$0.00
Utilities (UM)	0.0	\$0.00
Valuation (VT)	0.0	\$0.00
Non-Working Travel (NWT)	0.0	\$0.00
<b>TOTAL:</b>	<b>126.3</b>	<b>\$86,465.00</b>

**EXPENSE CATEGORY**  
**MARCH 1, 2024 THROUGH MARCH 31, 2024**

Expense Category	Amount
Outside Copies/Reproduction	\$0.00
Computerized Legal Research – Westlaw	\$0.00
Federal Express	\$0.00
Court Costs (Annual Pro Hac Vice Payment; Filing Fees; Secretary of State)	\$0.00
Pacer Electronic Records	\$39.20
Hand Delivery	\$0.00
Special Delivery & Daily Runner Services	\$0.00
Court Reporter (Reliable)	\$0.00
CT Corporation	\$0.00
Working Meals	\$0.00
Credit <sup>2</sup>	\$(437.05)
<b>TOTAL:</b>	<b>\$(397.85)</b>

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<sup>2</sup> Potter Anderson inadvertently included its February 2024 expenses of \$437.05 on both its January 2024 and February 2024 fee applications, resulting in a \$437.05 overpayment. After applying the credit to March expenses, there remains a \$397.85 credit. Potter Anderson will credit this amount against March 2024 fees.

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

In re:

AN GLOBAL LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

**Objection Deadline: May 20, 2024 at 4:00 p.m. (ET)**

**SEVENTH MONTHLY APPLICATION OF POTTER  
ANDERSON & CORROON LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS  
CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD MARCH 1, 2024 THROUGH MARCH 31, 2024**

Pursuant to Sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and in accordance with that certain *Order Authorizing the Debtors to Retain and Employ Potter Anderson & Corroon LLP as Co-Counsel to the Debtors and Debtors in Possession Pursuant to Section 327(a) of the Bankruptcy Cod, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1, Effective as of the Petition Date* [Docket No. 170] (the “Retention Order”) and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 169] (the “Interim Compensation Order”), Potter Anderson & Corroon LLP (“Potter Anderson”) hereby applies (“this

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<sup>1</sup> 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, LLC (7626); AgileThought Brasil Servicos de Consultoria Em Software (01-20); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AGS Alpama Global Services USA, LLC (0487); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); 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); 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); 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.



“Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional legal services rendered as counsel to the above captioned debtors and debtors in possession (the “Debtors”) in the amount of \$86,067.15, together with reimbursement for actual and necessary expenses incurred in the amount of \$0.00, for the period March 1, 2024 through March 31, 2024 (the “Monthly Fee Period”). In support of this Application, Potter Anderson respectfully represents as follows:

### **BACKGROUND**

1. On August 28, August 29, September 1, 2023, October 6, 2023 and December 28, 2023 (as applicable, the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. 6. No trustee or examiner has been appointed in these Chapter 11 Cases.

2. On September 7, 2023, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Committee”). See Docket No. 88.

3. Potter Anderson was retained effective as of August 28, 2023 by this Court’s Retention Order dated October 3, 2023. The Retention Order authorized Potter Anderson to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

### **SUMMARY OF SERVICES RENDERED**

4. Attached hereto as **Exhibit A** is a detailed statement of fees incurred during the Monthly Fee Period, showing the amount of \$86,067.15 due for fees.

5. The services rendered by Potter Anderson during the Monthly Fee Period are grouped into the categories set forth in **Exhibit A**. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

**ACTUAL AND NECESSARY EXPENSES**

6. Potter Anderson has incurred out-of-pocket expenses during the Monthly Fee Period in the amount of \$0.00. Attached as **Exhibit B** is a detailed statement of expenses paid during the Monthly Fee Period. This out-of-pocket disbursement sum is broken down into categories of charges, including, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by Potter Anderson to outside copying services for use in mass mailings, travel expenses, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. A complete review by category of the expenses incurred for the Monthly Fee Period may be found attached hereto as **Exhibit B**.

7. Costs incurred for overtime and computer assisted research are not included in Potter Anderson’s normal hourly billing rates and, therefore, are itemized and included in Potter Anderson’s disbursements. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), Potter Anderson represents that its rate for duplication is \$0.10 per page for black and white copies and \$.80 per page for color copies, its rate for outgoing telecopier transmissions is

\$0.25 per page (excluding related long distance transmission charges), there is no charge for incoming telecopier transmissions, and there is no surcharge for computerized research.

### **VALUATION OF SERVICES**

8. Attorneys and paraprofessionals of Potter Anderson have expended a total of 126.3 hours in connection with this matter during the Monthly Fee Period.

9. The amount of time spent by each of these persons providing services to the Debtors for the Monthly Fee Period is fully set forth in the detail attached hereto as **Exhibit A**. These are Potter Anderson's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Potter Anderson for the Monthly Fee Period as counsel for the Debtors in these cases is \$86,067.15.

10. Potter Anderson believes that the time entries included in **Exhibit A** attached hereto and the expense breakdown set forth in **Exhibit B** attached hereto are in compliance with the requirements of Local Rule 2016-2.

11. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

12. This Application covers the fee period from March 1, 2024 through and including March 31, 2024. Potter Anderson has continued, and will continue, to perform additional necessary services for the Debtors subsequent to the Monthly Fee Period, for which Potter Anderson will file subsequent monthly fee applications.

### **CONCLUSION**

**WHEREFORE**, Potter Anderson respectfully requests allowance be made to it in the sum of \$86,067.15 as compensation for necessary professional services rendered to the Debtors for the

Monthly Fee Period, and the sum of \$0.00 as reimbursement of actual necessary costs and expenses incurred during that period, and requests such other and further relief as the Court may deem just and proper.

Dated: April 30, 2024  
Wilmington, Delaware

Respectfully submitted,

/s/ Jeremy W. Ryan

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

**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

*Counsel for the Debtors and Debtors in Possession*

**VERIFICATION**

I, Jeremy W. Ryan, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury:

(a) I am a Partner with the applicant firm, Potter Anderson & Corroon LLP and have been admitted to appear before this Court.

(b) I have personally performed many of the legal services rendered by Potter Anderson on behalf of the Debtors, and am familiar with all other work performed on behalf of the lawyers and paraprofessionals at the firm.

(c) The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

*/s/ Jeremy W. Ryan*

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Jeremy W. Ryan (No. 4057)

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

In re:

**AN GLOBAL LLC, et al.,<sup>1</sup>  
Debtors.**

Chapter 11

Case No. 23-11294 (JKS)

(Jointly Administered)

**Objection Deadline: May 20, 2024 at 4:00 p.m. (ET)**

**NOTICE OF SEVENTH MONTHLY APPLICATION OF POTTER  
ANDERSON & CORROON LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS  
CO-COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD MARCH 1, 2024 THROUGH MARCH 31, 2024**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Seventh Monthly Application of Potter Anderson & Corroon LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors in Possession for the Period March 1, 2024 Through March 31, 2024* (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, are required to be filed on or before **May 20, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”) with

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the Clerk of the United States Bankruptcy Court for the District of Delaware, 3<sup>rd</sup> Floor, 824 North Market Street, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, must be served upon and received by the following: (i) co-counsel to the Debtors, Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, NY 10004-1482 (Attn: Kathryn A. Coleman, Esq. (katie.coleman@hugheshubbard.com), and Jeffrey S. Margolin, Esq. (jeff.margolin@hugheshubbard.com)), and Potter Anderson Corroon LLP, 1313 N. Market Street, Wilmington, DE 19801 (Attn: Jeremy W. Ryan, Esq. (jryan@potteranderson.com), and Gregory J. Flasser, Esq. (gflasser@potteranderson.com)); (ii) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Benjamin Hackman, Esq. (benjamin.a.hackman@usdoj.gov)); (iii) counsel for the DIP Agent, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036-8704, (Attn: Gregg Galardi, Esq. (gregg.galardi@ropesgray.com), Leonard Klingbaum, Esq. (Leonard.Klingbaum@ropesgray.com) and Lindsay Barca, Esq. (lindsay.barca@ropesgray.com)) and Chipman Brown Cicero & Cole, LLP, 1313 N. Market Street Suite 5400, Wilmington, DE 19801 (Attn: Mark L. Desgrosseilliers, Esq. (desgross@chipmanbrown.com)); and (iv) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 N Market St # 1700, Wilmington, DE 19801 (Attn: Bradford J. Sandler, Esq. (bsandler@pszjlaw.com) (collectively, the “Application Recipients”).

**PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO THE ORDER (I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS AND (II) GRANTING RELATED RELIEF [DOCKET NO. 169], IF NO OBJECTIONS ARE FILED AND SERVED IN**

ACCORDANCE WITH THE ABOVE PROCEDURE, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT. ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE APPLICATION. ONLY THOSE PARTIES TIMELY FILING AND SERVING OBJECTIONS WILL RECEIVE NOTICE AND BE HEARD AT SUCH HEARING.

Dated: April 30, 2024  
Wilmington, Delaware

Respectfully submitted,

*/s/ Jeremy W. Ryan*

Jeremy W. Ryan (No. 4057)

R. Stephen McNeill (No. 5210)

Gregory J. Flasser (No. 6154)

Sameen Rizvi (No. 6902)

**POTTER ANDERSON & CORROON LLP**

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Wilmington, Delaware 19801

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-and-

Kathryn A. Coleman

Christopher Gartman

Jeffrey S. Margolin

**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

*Counsel for the Debtors and Debtors in Possession*



# **EXHIBIT A**

Potter Anderson & Corroon LLP  
1313 North Market Street  
P.O. Box 951  
Wilmington, DE 19899-0951  
302 984 6000  
www.potteranderson.com



Federal ID # 51-0080985

April 30, 2024  
Bill Number 304049  
File Number 23292.00001

AgileThought Inc.  
Attn: Stephanie Adkins  
Stephanie Adkins  
901 W Walnut Hill Ln. Ste.110A  
Irving, TX 75038

Email: stephanie.adkins@rumbleon.com,  
payables@rumbleon.com

For legal services rendered as more fully set forth in the attached statement.

Legal Services	\$86,465.00	
Disbursements	\$39.20	
Bill Total	\$86,504.20	
Less Credits Applied		\$437.05
Total Due This Bill		\$86,067.15

**For ease of payment, our wiring and ACH instructions appear below:**

Bank:	Wells Fargo
Account Number:	2000037858773
Account Name:	Potter Anderson & Corroon LLP
Payee's Address:	1313 North Market Street Wilmington, DE 19801
Wiring Routing Number:	121000248
ACH Routing Number:	031100869
Swift Code:	WFBIUS6S
Reference:	23292-00001

**Potter Anderson & Corroon LLP**

1313 North Market Street  
P.O. Box 951  
Wilmington, DE 19899-0951  
302 984 6000  
www.potteranderson.com

Federal ID # 51-0080985



April 30, 2024

Bill Number 304049

File Number 23292.00001

AgileThought Inc.  
Attn: Stephanie Adkins  
Stephanie Adkins  
901 W Walnut Hill Ln. Ste.110A  
Irving, TX 75038

RE: Potential Chapter 11 Debtor Representation

Through March 31, 2024

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
<b>Litigation/Adversary Proceedings</b>					
03/01/24	GJFA	Call with K. Coleman, C. Gartman, J. Ryan, and S. Lyman and company re: Mexican litigation and other case issues	0.60 Hrs	630/hr	\$378.00
03/01/24	GJFA	Call with C. Gartman re: Mexican litigation issues (.4); call with J. Ryan re: same (.3); call with S. McNeill re: same (.2)	0.90 Hrs	630/hr	\$567.00
03/01/24	GJFA	Review emails between J. Ryan and J. Feltman re: Mexican litigation issues	0.10 Hrs	630/hr	\$63.00
03/02/24	GJFA	Review email from J. Feltman re: MX litigation issues	0.10 Hrs	630/hr	\$63.00
03/04/24	GJFA	Emails with J. Feltman and S. Lyman re: Mexican litigation and other case issues	0.20 Hrs	630/hr	\$126.00
03/08/24	GJFA	Emails with J. Ryan and S. McNeill re: MX litigation issues	0.10 Hrs	630/hr	\$63.00
03/08/24	JWR	Emails with client and PAC team re: Talent center litigation (.4); emails with MX counsel re: former employee litigation (.3)	0.70 Hrs	1,075/hr	\$752.50
03/12/24	JRR	Analyze universe of possible preference claims	1.20 Hrs	540/hr	\$648.00
03/13/24	JRR	Analyze universe of possible preference payments (5.7); emails with S. McNeill re: same (.1)	5.80 Hrs	540/hr	\$3,132.00
03/13/24	GJFA	Review emails between J. Risener and S. McNeill re: preference analysis	0.10 Hrs	630/hr	\$63.00
03/13/24	RSM	Review preference analysis; add notes to	1.00 Hrs	850/hr	\$850.00

AgileThought Inc.  
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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/14/24	JRR	same Email J. Margolin re: CNO re: Garirgues 5th Monthly Fee Application (.1); review CNO re: same (.2); meet with J. Ryan re: preference analysis (.2); email S. Lyman re: same (.1)	0.60 Hrs	540/hr	\$324.00
03/14/24	RSM	Meet w/ J. Ryan and J. Risener re: preference analysis	0.30 Hrs	850/hr	\$255.00
03/14/24	JRR	Meet with J. Ryan re: preference analysis (.2); email S. Lyman re: same (.1)	0.30 Hrs	540/hr	\$162.00
03/18/24	JRR	Analyze universe of possible preference claims and prepare spreadsheet re: same	3.10 Hrs	540/hr	\$1,674.00
03/19/24	JRR	Analyze universe of possible preference claims	2.50 Hrs	540/hr	\$1,350.00
03/27/24	JRR	Review emails from S. Lyman re: preference analysis (.2); update preference analysis based on same (.2); email S. Lyman re: same (.1); discuss preference analysis status with S. McNeill (.1)	0.60 Hrs	540/hr	\$324.00
03/28/24	JRR	Retrieve AgileThought, Inc. organizational documents (.3); discuss same with G. Flasser (.2)	0.50 Hrs	540/hr	\$270.00
<b>Total AP Litigation/Adversary Proceedings</b>			<b>18.70</b>		<b>\$11,064.50</b>
<b>Business Operations</b>					
03/01/24	GJFA	Review emails between company and C. Gartman re: lease termination (.1); emails with C. Gartman, K. Coleman, J. Ryan, and S. McNeill re: same (.2)	0.30 Hrs	630/hr	\$189.00
03/01/24	GJFA	Review lease termination agreement (.4); emails with J. Ryan and S. McNeill re: same (.1)	0.50 Hrs	630/hr	\$315.00
03/02/24	JWR	Emails with Teneo re: various outstanding case issues	0.30 Hrs	1,075/hr	\$322.50
03/14/24	GJFA	Correspond with CA taxing authority re: sale closings (.3); review asset purchase agreement and notice of closing re: same (.5); emails with J. Ryan and S. McNeill re: CA tax issues (.3)	1.10 Hrs	630/hr	\$693.00
03/15/24	JWR	Draft email memo to J. Feltman re: various outstanding winddown issues	1.20 Hrs	1,075/hr	\$1,290.00
03/15/24	GJFA	Emails with Teneo re: California tax issues	0.20 Hrs	630/hr	\$126.00
03/22/24	GJFA	Emails with J. Ryan and J. Risener re: response to registered agent re: termination of services (.1); review draft email to same and correspond with J.	0.20 Hrs	630/hr	\$126.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/25/24	GJFA	Risener re: same (.1) Review emails between J. Ryan and Teneo re: go forward case issues and wind down budget	0.20 Hrs	630/hr	\$126.00
03/25/24	GJFA	Review email from J. Ryan re: TX franchise tax issues	0.10 Hrs	630/hr	\$63.00
03/25/24	GJFA	Emails with J. Ryan, J. Margolin, and S. Lyman re: go forward wind down budget	0.20 Hrs	630/hr	\$126.00
03/28/24	GJFA	Emails with J. Ryan and J. Risener re: AgileThought Inc. bylaws and articles of incorporation (.1); emails with A. Dinwiddie re: same (.1); emails with A. Bramhall re: same (.1)	0.30 Hrs	630/hr	\$189.00
03/29/24	JWR	Review Transition Services Agreement re: apportionment of tasks and costs (1.7); emails with client re: various outstanding vendor claims (.3); review summaries of same from MX counsel (.9)	2.90 Hrs	1,075/hr	\$3,117.50
<b>Total BO Business Operations</b>			<b>7.50</b>		<b>\$6,683.00</b>
<b>Budgeting</b>					
03/04/24	JWR	Attend meeting with Blue Torch re: winddown budget issues	0.70 Hrs	1,075/hr	\$752.50
03/05/24	JWR	Prepare for and attend zoom on winddown budgeting	0.80 Hrs	1,075/hr	\$860.00
03/06/24	JWR	Develop and refine winddown budget task list	1.40 Hrs	1,075/hr	\$1,505.00
03/13/24	JWR	Respond to inquiries from Teneo re: winddown budget	0.40 Hrs	1,075/hr	\$430.00
03/24/24	JWR	Email from J. Margolin re: large case budgeting	0.20 Hrs	1,075/hr	\$215.00
<b>Total BU Budgeting</b>			<b>3.50</b>		<b>\$3,762.50</b>
<b>Case Administration</b>					
03/01/24	GJFA	Further revise dismissal procedures order and form of dismissal order and related documents (1.5); draft email to J. Ryan, S. McNeill, L. Akkerman, and J. Risener re: same (.3)	1.80 Hrs	630/hr	\$1,134.00
03/01/24	RSM	Review draft exhibits to Dismissal Procedures Order	0.50 Hrs	850/hr	\$425.00
03/01/24	KAMC	Update critical dates and calendar	0.30 Hrs	370/hr	\$111.00
03/02/24	GJFA	Further revise certification of counsel and request for dismissal and dismissal procedures order (1.1); emails with S. McNeill re: same (.1)	1.20 Hrs	630/hr	\$756.00
03/02/24	GJFA	Emails with C. Gartman re: dismissal	0.20 Hrs	630/hr	\$126.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/04/24	JWR	related documents Emails with C. Gartman re: winddown and transition issues	0.30 Hrs	1,075/hr	\$322.50
03/04/24	JWR	Continued review and comment re: dismissals	0.70 Hrs	1,075/hr	\$752.50
03/04/24	GJFA	Further emails with C. Gartman re: dismissal procedures order	0.30 Hrs	630/hr	\$189.00
03/04/24	GJFA	Correspond with S. McNeill re: dismissal procedures order (.2); review dismissal procedures order and related documents and run redlines of same (.3)	0.50 Hrs	630/hr	\$315.00
03/05/24	GJFA	Emails with C. Gartman re: dismissal procedures order and related documents (.2); emails with G. Galardi and L. Barca re: same (.3)	0.50 Hrs	630/hr	\$315.00
03/05/24	GJFA	Call with L. Barca re: dismissal procedures order	0.10 Hrs	630/hr	\$63.00
03/06/24	GJFA	Emails with L. Barca re: dismissal documents (.1); emails with U.S. Trustee re: same (.1); emails with counsel to the Committee re: same (.1)	0.30 Hrs	630/hr	\$189.00
03/08/24	GJFA	Emails with U.S. Trustee and counsel to the Committee re: dismissal procedures	0.20 Hrs	630/hr	\$126.00
03/08/24	JWR	Emails with Ropes re: dismissal order	0.30 Hrs	1,075/hr	\$322.50
03/08/24	KAMC	Update critical dates and calendar	0.20 Hrs	370/hr	\$74.00
03/11/24	GJFA	Emails with A. Orenstein re: FTI's invoice pursuant to final DIP order (.1); emails with L. Barca re: Ropes & Gray's invoice pursuant to DIP orders (.1); emails with K. McCloskey re: objection deadline for same (.1)	0.30 Hrs	630/hr	\$189.00
03/12/24	JWR	Attention to various winddown issues	0.80 Hrs	1,075/hr	\$860.00
03/13/24	JRR	Attend weekly case team strategy meeting	0.20 Hrs	540/hr	\$108.00
03/13/24	KAMC	WIP meeting (.2); prepare updated debtor chart (.5)	0.70 Hrs	370/hr	\$259.00
03/13/24	GJFA	Correspond with S. McNeill and K. McCloskey re: case status, updates, and go forward plan (.2); emails with J. Ryan, S. McNeill, J. Risener, and K. McCloskey re: remaining debtors to be dismissed (.1)	0.30 Hrs	630/hr	\$189.00
03/13/24	RSM	Review chart of remaining debtors	0.10 Hrs	850/hr	\$85.00
03/14/24	JWR	Emails re: dismissal procedures	0.30 Hrs	1,075/hr	\$322.50
03/14/24	GJFA	Review dismissal procedure order, notice of administrative claims, and related documents to be filed (.9); emails with U.S. Trustee re: same (.2); emails with C. Gartman re: same (.2); emails with L. Barca re: same (.3); and emails with counsel to the creditors' committee re:	1.70 Hrs	630/hr	\$1,071.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
		same (.1)			
03/14/24	GJFA	Review revised chart re: remaining debtors to be dismissed	0.10 Hrs	630/hr	\$63.00
03/14/24	GJFA	Further emails with L. Barca re: dismissal procedures order	0.20 Hrs	630/hr	\$126.00
03/15/24	KAMC	Emails to/from G. Flasser regarding new footnote and prepare shell document for J. Margolin	0.20 Hrs	370/hr	\$74.00
03/15/24	KAMC	Emails to/from G. Flasser regarding dismissal order documents (.1);	0.30 Hrs	370/hr	\$111.00
		revise/revise same (.2)			
03/15/24	KAMC	File Certification of Counsel Regarding Order Granting Debtors' Motion for Entry of an Order (I) Approving Procedures for the Distribution of Certain Funds, (II) Approving Procedures for the Dismissal of Certain of the Debtors' Chapter 11 Cases, and (III) Granting Related Relief and upload proposed order (.3); emails to/from G. Flasser regarding same (.1)	0.40 Hrs	370/hr	\$148.00
03/15/24	GJFA	Review, finalize, and coordinate filing dismissal procedures order and related documents (1.3); emails with chambers re: same (.1)	1.40 Hrs	630/hr	\$882.00
03/18/24	KAMC	Update critical dates	0.20 Hrs	370/hr	\$74.00
03/19/24	GJFA	Draft certification of counsel and order approving SAP stipulation	1.30 Hrs	630/hr	\$819.00
03/20/24	JRR	Discuss case issues with G. Flasser	0.10 Hrs	540/hr	\$54.00
03/21/24	JWR	Continued analysis of structured closings and strategy for winddown of estates	2.60 Hrs	1,075/hr	\$2,795.00
03/22/24	KAMC	Emails to/from Chambers and telephone call with G. Flasser regarding second dismissal order	0.20 Hrs	370/hr	\$74.00
03/22/24	KAMC	Update critical dates	0.20 Hrs	370/hr	\$74.00
03/22/24	JRR	Emails with J. Ryan, G. Flasser re: registered agent services (.1); email Wolters Kluwer re: same (.1)	0.20 Hrs	540/hr	\$108.00
03/22/24	GJFA	Emails with chambers and K. McCloskey re: dismissal procedures order	0.20 Hrs	630/hr	\$126.00
03/26/24	GJFA	Emails with L. Barca re: SAP stipulation	0.10 Hrs	630/hr	\$63.00
03/27/24	LA	Attend weekly WIP Meeting	0.80 Hrs	470/hr	\$376.00
03/27/24	JRR	Correspond with case team re: work in progress meeting (.2); discuss post-service-transition case strategy with S. McNeill, L. Akkerman, G. Flasser (.1)	0.30 Hrs	540/hr	\$162.00
03/27/24	KAMC	Emails to/from counsel regarding WIP meeting (.1); prepare for same (.1); WIP meeting (.4)	0.60 Hrs	370/hr	\$222.00
03/27/24	KAMC	Retrieve and coordinate service of second	0.20 Hrs	370/hr	\$74.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/27/24	GJFA	dismissal order Emails with K. McCloskey and KCC re: service of dismissal procedures order	0.10 Hrs	630/hr	\$63.00
03/27/24	KAMC	Conference with G. Flasser regarding chart of issues	0.10 Hrs	370/hr	\$37.00
03/27/24	GJFA	Attend work in progress meeting with Potter team (S. McNeill, J. Ryan, L. Akkerman, and K. McCloskey) re: case status, go forward plan, case issues, etc.	0.50 Hrs	630/hr	\$315.00
03/27/24	GJFA	Communicate in office with S. McNeill and L. Akkerman re: case update and status of certain case issues	0.20 Hrs	630/hr	\$126.00
03/27/24	GJFA	Communicate in office with J. Risener re: status of certain open case issues and chart to track progress of same (.2); review email chains re: open case issues and status of same for track and correspond with K. McCloskey and J. Risener re: same (.4)	0.60 Hrs	630/hr	\$378.00
03/28/24	MWW	Emails with G. Flasser and conference with C. Sprance re: resolutions	0.30 Hrs	1,050/hr	\$315.00
03/28/24	GJFA	Communicate in office with J. Risener and K. McCloskey re: critical dates	0.20 Hrs	630/hr	\$126.00
03/28/24	KAMC	Multiple emails from G. Flasser regarding case tracker and create/update same	0.50 Hrs	370/hr	\$185.00
03/28/24	KAMC	Conference with G. Flasser regarding upcoming dates/deadlines and update calendar with same	0.30 Hrs	370/hr	\$111.00
03/29/24	KAMC	Update critical dates and calendar	0.50 Hrs	370/hr	\$185.00
03/29/24	KAMC	Emails to/from G. Flasser regarding case issues and update tracker	0.20 Hrs	370/hr	\$74.00
03/29/24	GJFA	Emails with K. McCloskey and J. Risener re: tracker of open case issues	0.10 Hrs	630/hr	\$63.00
03/29/24	GJFA	Correspond with K. McCloskey re: 2015.3 report (.1); emails with S. Lyman re: same (.1)	0.20 Hrs	630/hr	\$126.00
<b>Total CA Case Administration</b>			<b>25.20</b>		<b>\$16,833.00</b>

**Court Appearances/Hearings**

03/08/24	KAMC	Emails to/from G. Flasser regarding 3/14 hearing	0.10 Hrs	370/hr	\$37.00
03/08/24	GJFA	Emails with K. McCloskey re: agenda for 3/14 hearing	0.10 Hrs	630/hr	\$63.00
03/11/24	KAMC	Emails to/from and conference with G. Flasser regarding Notice of Agenda and hearing on 3/14	0.20 Hrs	370/hr	\$74.00
03/11/24	KAMC	Edit/finalize/file and coordinate service of 3/14 Notice of Agenda (.6); email to	0.70 Hrs	370/hr	\$259.00



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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/11/24	GJFA	Chambers re: same (.1) Emails with chambers re: 3/14 hearing (.2); communicate in office with J. Ryan re: same (.1); correspond with K. McCloskey re: agenda cancelling same (.1)	0.40 Hrs	630/hr	\$252.00
03/12/24	KAMC	Finalize, file and coordinate service of March 14 Notice of Agenda (.4); email to Chambers with same (.1)	0.50 Hrs	370/hr	\$185.00
03/12/24	GJFA	Review and comment on draft agenda canceling 3/14 hearing (.3); review emails between K. McCloskey and chambers re: same (.1)	0.40 Hrs	630/hr	\$252.00
<b>Total CH Court Appearances/Hearings</b>			<b>2.40</b>		<b>\$1,122.00</b>
<b>Creditor Inquiries</b>					
03/07/24	JWR	Emails with client and Teneo re: creditor inquiry	0.20 Hrs	1,075/hr	\$215.00
03/14/24	JWR	Respond to and discuss taxing authority inquiry	0.40 Hrs	1,075/hr	\$430.00
03/19/24	GJFA	Call with creditor re: status of case	0.20 Hrs	630/hr	\$126.00
03/25/24	GJFA	Review email from creditor re: case status	0.10 Hrs	630/hr	\$63.00
03/27/24	GJFA	Emails with former employee re: case status and receipt of certain notices	0.20 Hrs	630/hr	\$126.00
03/28/24	GJFA	Emails with former employee re: case update	0.20 Hrs	630/hr	\$126.00
<b>Total CI Creditor Inquiries</b>			<b>1.30</b>		<b>\$1,086.00</b>
<b>Financing/Cash Collateral/DIP</b>					
03/04/24	GJFA	Review email from A. Orenstein re: FTI's invoice pursuant to DIP order (.1); emails with K. McCloskey re: objection deadline to same (.1)	0.20 Hrs	630/hr	\$126.00
03/04/24	JWR	Attention to 2L fee request	0.40 Hrs	1,075/hr	\$430.00
03/15/24	LKG	Call with J. Ryan re: winddown budget	0.20 Hrs	975/hr	\$195.00
03/22/24	GJFA	Review email from A. Orenstein re: FTI's invoice to be paid pursuant to DIP orders (.1); emails with K. McCloskey re: objection deadline for same (.1)	0.20 Hrs	630/hr	\$126.00
03/27/24	GJFA	Review email from L. Akkerman re: motion to extent maturity date	0.10 Hrs	630/hr	\$63.00
03/27/24	LA	Research re: DIP Extension	1.40 Hrs	470/hr	\$658.00
03/28/24	LA	Research and draft Motion to Modify DIP	3.20 Hrs	470/hr	\$1,504.00
03/28/24	GJFA	Review email from J. Ryan re: motion to extend maturity date	0.10 Hrs	630/hr	\$63.00
03/28/24	JRR	Discuss motion to extend DIP with G. Flasser, L. Akkerman	0.20 Hrs	540/hr	\$108.00
03/29/24	GJFA	Review email from L. Akkerman re: motion	0.10 Hrs	630/hr	\$63.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/29/24	RSM	to extend maturity date Review draft motion to extend DIP Maturity Date	0.60 Hrs	850/hr	\$510.00
03/29/24	LA	Finalize and send motion to amend DIP to S. McNeill (0.4); review and revise based on RSM edits and comments (0.3)	0.70 Hrs	470/hr	\$329.00
<b>Total CR Financing/Cash Collateral/DIP</b>			<b>7.40</b>		<b>\$4,175.00</b>
<b>Employment Applications/Objections</b>					
03/13/24	GJFA	Emails with J. Margolin re: notice of additional services for Hancock	0.10 Hrs	630/hr	\$63.00
<b>Total EA Employment Applications/Objections</b>			<b>0.10</b>		<b>\$63.00</b>
<b>Employee Matters</b>					
03/01/24	JWR	Emails with HHR re: labor claims in MX (.4); review summaries of outstanding labor litigation actions (1.8); emails with client re: same (.3)	2.50 Hrs	1,075/hr	\$2,687.50
03/05/24	GJFA	Review emails between D. Abril and S. Lyman re: MX employment law issue	0.20 Hrs	630/hr	\$126.00
<b>Total EB Employee Matters</b>			<b>2.70</b>		<b>\$2,813.50</b>
<b>Executory Contract and Leases</b>					
03/01/24	GJFA	Correspond with K. McCloskey re: objection deadline to assumption notice	0.10 Hrs	630/hr	\$63.00
03/08/24	GJFA	Emails with J. Ryan, J. Risener, and K. McCloskey re: rejected contracts	0.20 Hrs	630/hr	\$126.00
03/08/24	KAMC	Emails to/from G. Flasser and J. Risener regarding rejection notices and orders (.2); retrieve and forward same (.2)	0.40 Hrs	370/hr	\$148.00
03/08/24	JRR	Retrieve relevant assumption and rejection lists (.2); review same to locate specific contract (.3); emails with J. Ryan, D. Abril re: same (.1)	0.60 Hrs	540/hr	\$324.00
03/08/24	JWR	Inquiries from client on assumption of contracts and review prior assumption notices	0.70 Hrs	1,075/hr	\$752.50
03/14/24	JWR	Emails re: SAP issues	0.30 Hrs	1,075/hr	\$322.50
03/19/24	JWR	Emails re: SAP stipulation	0.40 Hrs	1,075/hr	\$430.00
03/19/24	JWR	Emails re: 365(d)(4) deadline and need for extension	0.30 Hrs	1,075/hr	\$322.50
03/19/24	GJFA	Correspond with J. Ryan re: 365(d)(4) deadline (.1); emails with E. Beitler and S. Lyman re: same (.2)	0.30 Hrs	630/hr	\$189.00
03/19/24	JRR	Discuss 365(d)(4) issues with G. Flasser	0.20 Hrs	540/hr	\$108.00
03/19/24	GJFA	Emails with J. Ryan and S. McNeill re:	0.10 Hrs	630/hr	\$63.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
		365(d)(4) deadline			
		<b>Total EC Executory Contract and Leases</b>	<b>3.60</b>		<b>\$2,848.50</b>

### Fee Applications/Objections

03/04/24	JRR	Review and revise CNO to Hancock fee application (.2)	0.20 Hrs	540/hr	\$108.00
03/04/24	KAMC	Draft CNO to Hancock First Monthly Fee Application (.3); emails to/from counsel regarding same (.1)	0.40 Hrs	370/hr	\$148.00
03/04/24	JWR	Emails with J. Margolin re: outstanding fee issues	0.30 Hrs	1,075/hr	\$322.50
03/04/24	GJFA	Emails with K. McCloskey and J. Risener re: CNO to Hancock's first monthly fee application	0.10 Hrs	630/hr	\$63.00
03/05/24	KAMC	Finalize and file CNO to Hancock First Monthly Fee Application	0.30 Hrs	370/hr	\$111.00
03/05/24	KAMC	Update calendar regarding FTI invoice objection deadline	0.10 Hrs	370/hr	\$37.00
03/12/24	GJFA	Emails with K. McCloskey and J. Margolin re: Hancock's February fee application (.1); review and coordinate filing same (.4)	0.50 Hrs	630/hr	\$315.00
03/12/24	KAMC	Emails to/from counsel regarding Hancock Second Monthly Fee Application (.1); draft Notice to same (.1); edit/finalize/file and coordinate service of same (.6)	0.80 Hrs	370/hr	\$296.00
03/13/24	KAMC	Emails to/from G. Flasser regarding FTI invoice and update calendar	0.10 Hrs	370/hr	\$37.00
03/13/24	TAMT	Draft CNO for Garrigues 5th Monthly Fee Application	0.20 Hrs	345/hr	\$69.00
03/13/24	GJFA	Emails with T. Mistretta and J. Risener re: CNO to Garrigues 5th monthly fee application	0.10 Hrs	630/hr	\$63.00
03/14/24	TAMT	Finalize and file CNO to Garrigues Fifth Monthly Fee Application	0.20 Hrs	345/hr	\$69.00
03/15/24	KAMC	Review/revise/update/finalize/file and coordinate service of Deloitte October and November Monthly Staffing Reports (1.3); emails to/from J. Margolin and G. Flasser regarding same (.2); update calendar with deadline (.1)	1.60 Hrs	370/hr	\$592.00
03/15/24	GJFA	Call with J. Margolin re: Deloitte's fee applications (.2); review, finalize, and coordinate filing same (.5)	0.70 Hrs	630/hr	\$441.00
03/15/24	GJFA	Emails with K. McCloskey and J. Margolin re: Deloitte's October and November fee applications	0.10 Hrs	630/hr	\$63.00
03/18/24	GJFA	Emails with K. McCloskey and J. Margolin	0.20 Hrs	630/hr	\$126.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
		re: Hughes Hubbard's January fee application (.1); emails with K. McCloskey and J. Risener re: same (.1)			
03/18/24	JRR	Review HHR 5th monthly fee application	0.10 Hrs	540/hr	\$54.00
03/18/24	JWR	Emails with J. Margolin and M. Presterer re: fee payments	0.40 Hrs	1,075/hr	\$430.00
03/18/24	KAMC	Emails to/from J. Margolin regarding HHR 5th Monthly Fee Application (.1); draft notice (.1); emails to/from G. Flasser regarding same (.1)	0.30 Hrs	370/hr	\$111.00
03/19/24	KAMC	Edit/finalize/file and coordinate service of HHR Fifth Monthly Fee Application (.5); emails to/from counsel regarding same (.1)	0.60 Hrs	370/hr	\$222.00
03/20/24	KAMC	Update calendar with deadlines for HHR Fifth Monthly Fee Application	0.10 Hrs	370/hr	\$37.00
03/25/24	GJFA	Review email from J. Margolin re: status of professional fee applications and other case issues	0.20 Hrs	630/hr	\$126.00
03/25/24	KAMC	Update calendar with objection deadline to FTI invoice	0.10 Hrs	370/hr	\$37.00
03/25/24	GJFA	Call with J. Margolin re: status of fee applications and other case issues (.1); correspond with Potter team re: same (.1)	0.20 Hrs	630/hr	\$126.00
03/25/24	JRR	Review CNO to PAC 4th Monthly Fee Application (.2); review email from J. Margolin regarding outstanding fee issues (.2)	0.40 Hrs	540/hr	\$216.00
03/26/24	JRR	Review numerous emails from J. Margolin re: outstanding fee issues (.4); emails with G. Flasser re: same (.2)	0.60 Hrs	540/hr	\$324.00
03/26/24	TAMT	Draft CNO for Hancock Second Monthly Fee Application	0.20 Hrs	345/hr	\$69.00
03/26/24	LA	Review emails and meet with G. Flasser re: professional fee applications	0.30 Hrs	470/hr	\$141.00
03/26/24	RSM	Review email from J. Margolin re: status of professional fee payments to date	0.20 Hrs	850/hr	\$170.00
03/26/24	GJFA	Emails with J. Margolin re: certain open case issues and status of fee applications	0.20 Hrs	630/hr	\$126.00
03/26/24	GJFA	Emails with J. Margolin and various estate professionals re: status of fee applications (.4); communicate in office with L. Akkerman re: go forward fee applications (.1); emails with L. Akkerman, J. Risener, S. McNeill, and K. McCloskey re: same (.2)	0.70 Hrs	630/hr	\$441.00
03/27/24	LA	Review emails re: Professionals' Fee Applications and meet with J. Risener and G. Flasser re: same	0.20 Hrs	470/hr	\$94.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/27/24	JRR	Discuss outstanding fee issues with G. Flasser, L. Akkerman (.5); review emails from J. Margolin re: same (.2); prepare outline re: same (.7); discuss certain payment issues with G. Flasser (.4); review PAC invoice for local rule compliance (.4); discuss same with K. McCloskey (.2); emails with G. Flasser, K. McCloskey re: HHR 6th monthly fee application; (.2) review and revise notice to HHR 6th monthly fee application (.2); review HHR 6th monthly fee application (.2); emails with G. Flasser re: Garrigues February fee application (.1)	3.10 Hrs	540/hr	\$1,674.00
03/27/24	KAMC	Edit/finalize HHR February fee application (.2); draft notice (.1); file and coordinate service of same (.4)	0.70 Hrs	370/hr	\$259.00
03/27/24	KAMC	Update calendar with HHR February fee application dates	0.10 Hrs	370/hr	\$37.00
03/27/24	GJFA	Call with J. Margolin re: Pryor Cashman invoices	0.20 Hrs	630/hr	\$126.00
03/27/24	GJFA	Emails with S. Lyman re: Pryor Cashman invoices	0.40 Hrs	630/hr	\$252.00
03/27/24	GJFA	Emails with K. McCloskey and J. Risener re: HHR's 6th monthly fee application	0.10 Hrs	630/hr	\$63.00
03/27/24	GJFA	Emails with J. Margolin and S. Lyman re: Pryor Cashman invoices	0.10 Hrs	630/hr	\$63.00
03/27/24	GJFA	Emails with G. Perez re: Garrigues February fee application (.1); emails with L. Akkerman and J. Risener re: same (.1)	0.20 Hrs	630/hr	\$126.00
03/27/24	GJFA	Emails with J. Margolin re: Pryor Cashman fees (.1); communicate in office with J. Risener re: same (.1); review DIP order re: lenders' fees (.1); emails with J. Ryan, S. McNeill, L. Akkerman, and J. Risener re: same (.1); review emails between J. Ryan and J. Margolin re: same (.1)	0.50 Hrs	630/hr	\$315.00
03/28/24	GJFA	Emails with J. Margolin and K. Smith re: Hancock's second monthly fee application (.2); emails with K. Smith and S. McNeill re: same (.2)	0.40 Hrs	630/hr	\$252.00
03/28/24	RSM	Call w/ J. Margolin re: fee application transition	0.50 Hrs	850/hr	\$425.00
03/28/24	JRR	Discuss Hancock fee issues with G. Flasser (.2); Meet with G. Flasser, K. McCloskey re: critical dates for fee issues (.2); discuss fee issues with G. Flasser, L. Akkerman (.1); discuss upcoming meeting re: fee issues with G. Flasser (.1); call with	1.30 Hrs	540/hr	\$702.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
		J. Margolin, G. Flasser, L. Akkerman re: fee issues (.5); post-call discussion of same with same (.2)			
03/28/24	LA	Call with HHR re: fee applications (0.4); and meet with G. Flasser and J. Risener re: same (0.3).	0.70 Hrs	470/hr	\$329.00
03/28/24	GJFA	Communicate in office with L. Akkerman and J. Risener re: status of professional fee applications	0.10 Hrs	630/hr	\$63.00
03/28/24	GJFA	Call with J. Risener, L. Akkerman, S. McNeill, and J. Margolin re: status of estate professional fee applications and ordinary course professional report (.5); follow up meeting with J. Risener and L. Akkerman re: same (.2)	0.70 Hrs	630/hr	\$441.00
03/28/24	KAMC	Update calendar with dates/deadlines for HHR 6th Monthly Fee Application	0.10 Hrs	370/hr	\$37.00
03/29/24	LA	Email HHR re: Fee Applications and review Mexican co-counsel fee application	2.20 Hrs	470/hr	\$1,034.00
03/29/24	GJFA	Emails with L. Akkerman and J. Margolin re: redlines of fee applications	0.10 Hrs	630/hr	\$63.00
03/29/24	GJFA	Correspond with L. Akkerman re: Garrigues fee application	0.20 Hrs	630/hr	\$126.00
03/29/24	GJFA	Review emails between L. Akkerman and G. Perez re: Garrigues February fee application	0.10 Hrs	630/hr	\$63.00
		<b>Total FA Fee Applications/Objections</b>	<b>22.50</b>		<b>\$12,034.50</b>

**Fee Applications (Potter Anderson & Corroon's)**

03/01/24	GJFA	Emails with K. McCloskey and J. Risener re: PAC's monthly fee application	0.10 Hrs	630/hr	\$63.00
03/01/24	KAMC	Update PAC December fee application	0.30 Hrs	370/hr	\$111.00
03/01/24	KAMC	Emails to/from counsel regarding PAC December fee application	0.20 Hrs	370/hr	\$74.00
03/04/24	KAMC	Edit, finalize, file and coordinate service of PAC Fourth Monthly Fee Application	0.90 Hrs	370/hr	\$333.00
03/04/24	JRR	Review PAC 4th monthly fee app and invoice for same for local rules compliance	1.20 Hrs	540/hr	\$648.00
03/04/24	RSM	Email J. Risener re: PAC December fee application	0.10 Hrs	850/hr	\$85.00
03/04/24	RSM	Finalize PAC December Fee Application for filing	0.40 Hrs	850/hr	\$340.00
03/04/24	GJFA	Correspond with J. Risener re: PAC's December fee application (.1); review draft of same (.1)	0.20 Hrs	630/hr	\$126.00
03/05/24	KAMC	Update calendar with PAC Fourth Monthly Fee Application deadlines	0.10 Hrs	370/hr	\$37.00
03/06/24	KAMC	Begin preparing PAC Fifth Monthly Fee	0.30 Hrs	370/hr	\$111.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
		Application			
03/08/24	KAMC	Review prebill (January) regarding Local Rule compliance	0.90 Hrs	370/hr	\$333.00
03/08/24	KAMC	Review prebill (February) regarding Local Rule compliance	0.80 Hrs	370/hr	\$296.00
03/12/24	KAMC	Review/revise January prebill	1.00 Hrs	370/hr	\$370.00
03/13/24	KAMC	Prepare Potter Anderson January fee application	0.60 Hrs	370/hr	\$222.00
03/13/24	KAMC	Begin preparing Potter Anderson February fee application	0.20 Hrs	370/hr	\$74.00
03/19/24	GJFA	Emails with K. McCloskey and J. Risener re: PAC's January fee application	0.10 Hrs	630/hr	\$63.00
03/20/24	GJFA	Correspond with J. Ryan, K. McCloskey, and S. McNeill re: PAC's next monthly fee application	0.20 Hrs	630/hr	\$126.00
03/25/24	TAMT	Draft CNO to PAC 4th Monthly Fee Application and email to counsel regarding same	0.30 Hrs	345/hr	\$103.50
03/25/24	GJFA	Emails with T. Mistretta and J. Risener re: certificate of no objection to PAC 4th monthly fee application	0.10 Hrs	630/hr	\$63.00
03/27/24	KAMC	Edit PAC February fee application	0.80 Hrs	370/hr	\$296.00
03/27/24	TAMT	Finalize and file CNO to PAC 4th Monthly Fee application	0.20 Hrs	345/hr	\$69.00
		<b>Total FP Fee Applications (Potter Anderson &amp; Corroon's)</b>	<b>9.00</b>		<b>\$3,943.50</b>

#### Tax Issues/Corporate Matters

03/04/24	JWR	Review letters of resignation of board and attend to issues re: same	0.80 Hrs	1,075/hr	\$860.00
03/11/24	JWR	Review board resignations	0.30 Hrs	1,075/hr	\$322.50
03/14/24	GJFA	Review emails between J. Ryan and D. Abril re: Texas franchise tax questions	0.10 Hrs	630/hr	\$63.00
03/14/24	JWR	Attention to and analysis of TX franchise tax issues and necessity of continuing registration	1.30 Hrs	1,075/hr	\$1,397.50
03/14/24	JWR	Develop revised org chart with dismissals and planning for winddown	2.80 Hrs	1,075/hr	\$3,010.00
03/14/24	GJFA	Review California tax forms re: inquiry from taxing authority re: sale of business (.3); emails with Teneo re: same (.2)	0.50 Hrs	630/hr	\$315.00
03/14/24	GJFA	Review emails between J. Ryan and company re: Texas franchise tax issues	0.10 Hrs	630/hr	\$63.00
03/15/24	GJFA	Review emails between J. Ryan and J. Fetlman re: CA tax issues	0.10 Hrs	630/hr	\$63.00
03/15/24	JWR	Respond to client inquiries re: board minutes	0.50 Hrs	1,075/hr	\$537.50
03/18/24	GJFA	Review emails between S. Lyman and J.	0.10 Hrs	630/hr	\$63.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/22/24	JWR	Ryan re: Texas franchise tax questions Emails and analysis of debtor registrations in various states	0.70 Hrs	1,075/hr	\$752.50
03/25/24	JWR	Revise org chart and update analysis and strategy for winddown of estates	1.70 Hrs	1,075/hr	\$1,827.50
03/25/24	JWR	Attend call with Cleary re: board member issues	0.50 Hrs	1,075/hr	\$537.50
03/26/24	GJFA	Emails with S. McNeill and K. Smith re: FL tax issue	0.20 Hrs	630/hr	\$126.00
03/28/24	GJFA	Review email from J. Ryan re: state franchise taxes and SEC registrations	0.10 Hrs	630/hr	\$63.00
<b>Total MA Tax Issues/Corporate Matters</b>			<b>9.80</b>		<b>\$10,001.00</b>
<b>Meetings</b>					
03/13/24	RSM	Attend PAC Weekly WIP Meeting	0.20 Hrs	850/hr	\$170.00
03/27/24	RSM	Attend Internal PAC WIP Meeting	0.70 Hrs	850/hr	\$595.00
03/27/24	RSM	Meet w/ J. Ryan re: list of open items	0.20 Hrs	850/hr	\$170.00
<b>Total MC Meetings</b>			<b>1.10</b>		<b>\$935.00</b>
<b>Claims Administration and Objections</b>					
03/01/24	RSM	Call w/ G. Flasser re: update on various Mexico disputes	0.50 Hrs	850/hr	\$425.00
03/01/24	RSM	Review J. Ryan email re: open Mexico items	0.20 Hrs	850/hr	\$170.00
03/14/24	GJFA	Emails with J. Ryan and S. McNeill re: stipulation with SAP (.3); review SAP stipulation (.3)	0.60 Hrs	630/hr	\$378.00
03/14/24	GJFA	Further emails with J. Ryan re: stipulation with SAP	0.10 Hrs	630/hr	\$63.00
03/14/24	GJFA	Emails with L. Barca re: SAP stipulation	0.30 Hrs	630/hr	\$189.00
03/15/24	GJFA	Emails with J. Ryan and S. McNeill re: SAP stipulation	0.10 Hrs	630/hr	\$63.00
03/19/24	GJFA	Emails with J. Montgomery re: SAP stipulation (.2); emails with L. Barca re: same (.1)	0.30 Hrs	630/hr	\$189.00
<b>Total PC Claims Administration and Objections</b>			<b>2.10</b>		<b>\$1,477.00</b>
<b>Asset Disposition/Use, Sale</b>					
03/01/24	JWR	Review APA and related documents to assist in winddown analysis and planning	1.50 Hrs	1,075/hr	\$1,612.50
03/13/24	JWR	Review closing to date and develop chart of entities by remaining operations	1.30 Hrs	1,075/hr	\$1,397.50
03/14/24	JWR	Continued attention to issues for second closing	1.30 Hrs	1,075/hr	\$1,397.50
03/24/24	GJFA	Review email from J. Margolin re: additional sale closings and case wind	0.10 Hrs	630/hr	\$63.00



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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
03/25/24	JWR	down Attention to closing issues	1.30 Hrs	1,075/hr	\$1,397.50
<b>Total SA Asset Disposition/Use, Sale</b>			<b>5.50</b>		<b>\$5,868.00</b>

**Schedules & Statements/MORs/Other US Trustee Reporting**

03/21/24	GJFA	Emails with S. Lyman re: February MORs	0.10 Hrs	630/hr	\$63.00
03/27/24	KAMC	Email from G. Flasser regarding MORs	0.10 Hrs	370/hr	\$37.00
03/27/24	GJFA	Emails with S. Lyman re: MORs	0.10 Hrs	630/hr	\$63.00
03/28/24	KAMC	Edit MORs	0.30 Hrs	370/hr	\$111.00
03/28/24	KAMC	Edit February MORs	0.40 Hrs	370/hr	\$148.00
03/29/24	GJFA	Correspond with K. McCloskey re: MORs (.2); review and coordinate filing same (.8)	1.00 Hrs	630/hr	\$630.00
03/29/24	KAMC	File and coordinate service of February MORs	1.40 Hrs	370/hr	\$518.00
03/29/24	KAMC	Emails to/from G. Flasser regarding MORs	0.20 Hrs	370/hr	\$74.00
03/29/24	KAMC	Emails to/from G. Flasser regarding 2015 report	0.30 Hrs	370/hr	\$111.00
<b>Total SS Schedules &amp; Statements/MORs/Other US Trustee Reporting</b>			<b>3.90</b>		<b>\$1,755.00</b>

**Total** **\$86,465.00**

**LEGAL SERVICES SUMMARY**

L. Katherine Good	0.20 Hrs	975.00/hr	\$195.00
R. S. McNeill	5.50 Hrs	850.00/hr	\$4,675.00
Jeremy W. Ryan	33.50 Hrs	1,075.00/hr	\$36,012.50
Michael W. Whittaker	0.30 Hrs	1,050.00/hr	\$315.00
Levi Akkerman	9.50 Hrs	470.00/hr	\$4,465.00
Gregory J. Flasser	31.80 Hrs	630.00/hr	\$20,034.00
James R. Risener	23.30 Hrs	540.00/hr	\$12,582.00
Kristin A. McCloskey	21.10 Hrs	370.00/hr	\$7,807.00
Theresa A. Mistretta	1.10 Hrs	345.00/hr	\$379.50
	126.30 Hrs		\$86,465.00

<b>Project Category</b>	<b>Hours</b>	<b>Amount</b>
Asset Disposition/Use, Sale (SA)	5.50	\$5,868.00
Budgeting (BU)	3.50	\$3,762.50
Business Operations (BO)	7.50	\$6,683.00
Case Administration (CA)	25.20	\$16,833.00

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<b>Project Category</b>	<b>Hours</b>	<b>Amount</b>
Claims Administration and Objections (PC)	2.10	\$1,477.00
Court Appearances/Hearings (CH)	2.40	\$1,122.00
Creditor Inquiries (CI)	1.30	\$1,086.00
Employee Matters (EB)	2.70	\$2,813.50
Employment Applications/Objections (EA)	0.10	\$63.00
Executory Contract and Leases (EC)	3.60	\$2,848.50
Fee Applications (Potter Anderson & Corroon's) (FP)	9.00	\$3,943.50
Fee Applications/Objections (FA)	22.50	\$12,034.50
Financing/Cash Collateral/DIP (CR)	7.40	\$4,175.00
Litigation/Adversary Proceedings (AP)	18.70	\$11,064.50
Meetings (MC)	1.10	\$935.00
Schedules & Statements/MORs/Other US Trustee Reporting (SS)	3.90	\$1,755.00
Tax Issues/Corporate Matters (MA)	9.80	\$10,001.00
<b>Total</b>	<b>126.30</b>	<b>\$86,465.00</b>

## **EXHIBIT B**

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## DISBURSEMENTS

Through March 31, 2024

1464	Q1 2024 Pacer Electronic Records	0.20
1464	Q1 2024 Pacer Electronic Records	1.00
1464	Q1 2024 Pacer Electronic Records	0.40
1464	Q1 2024 Pacer Electronic Records	3.00
1464	Q1 2024 Pacer Electronic Records	1.00
1464	Q1 2024 Pacer Electronic Records	0.20
1464	Q1 2024 Pacer Electronic Records	0.40
1464	Q1 2024 Pacer Electronic Records	2.20
1464	Q1 2024 Pacer Electronic Records	0.20
1464	Q1 2024 Pacer Electronic Records	1.00
1464	Q1 2024 Pacer Electronic Records	0.40
1464	Q1 2024 Pacer Electronic Records	3.00
1464	Q1 2024 Pacer Electronic Records	0.20
1464	Q1 2024 Pacer Electronic Records	0.10
1464	Q1 2024 Pacer Electronic Records	2.80
1464	Q1 2024 Pacer Electronic Records	2.20
1464	Q1 2024 Pacer Electronic Records	0.20
1464	Q1 2024 Pacer Electronic Records	0.40
1464	Q1 2024 Pacer Electronic Records	1.80
1464	Q1 2024 Pacer Electronic Records	3.00
1464	Q1 2024 Pacer Electronic Records	3.00
1464	Q1 2024 Pacer Electronic Records	2.20
1464	Q1 2024 Pacer Electronic Records	1.10
1464	Q1 2024 Pacer Electronic Records	3.00
1464	Q1 2024 Pacer Electronic Records	0.20
1464	Q1 2024 Pacer Electronic Records	0.20
1464	Q1 2024 Pacer Electronic Records	1.40
1464	Q1 2024 Pacer Electronic Records	0.50
1464	Q1 2024 Pacer Electronic Records	0.70
1464	Q1 2024 Pacer Electronic Records	0.10
1464	Q1 2024 Pacer Electronic Records	0.10
1464	Q1 2024 Pacer Electronic Records	3.00
	<b>Total Pacer Electronic Filings</b>	<b>\$39.20</b>
	Total Disbursements	\$39.20