

**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)

Objection Deadline: May 28, 2024 at 4:00 p.m. (ET)

**SUMMARY OF THIRD MONTHLY APPLICATION OF
 HANCOCK ASKEW & CO., LLP FOR COMPENSATION FOR SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES AS TAX ADVISOR
 TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD MARCH 1, 2024 THROUGH MARCH 31, 2024**

Name of Applicant	Hancock Askew & Co., LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	January 17, 2024 <i>nunc pro tunc</i> to December 15, 2023
Period for which Compensation and Reimbursement is sought:	March 1-31, 2024
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$21,718.25
Amount of Expense Reimbursement sought as Actual, Reasonable, and Necessary:	\$0

This is a(n) monthly _____ interim _____ final application. No prior application has been filed with respect to this Fee Period.

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, 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.



PRIOR APPLICATIONS

Dated Filed / Docket No.	Period Covered	Requested (\$)		Approved (\$)		Order Entered
		Fees	Expenses	Fees	Expenses	
2/12/2024 D.I. 730	12/15/23- 1/31/24	\$186,320.50	\$0.00	\$149,056.40	\$0.00	Pending
3/12/2024 D.I. 788	2/1/2024 – 2/29/2024	\$67,977.34	\$135.49	\$54,381.87	\$135.49	Pending

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

Timekeeper Name	Position	Hourly Rate	Total Hours Billed	Total Compensation
Evans, C. J.	Director	395.00	.5	\$ 173.13
Hines, Christopher	Senior Manager	375.00	9.6	3,155.75
King, Jerome	Senior Associate	250.00	12.86	2,987.35
Leonard, Stephen	Partner	495.00	.25	108.48
Pendilla, Kristine A.	Manager	350.00	8.35	2,708.25
Nguyen, Hieu	Associate Staff	350.00	1.75	345.16
Rendziperis, George	Director	395.00	5.0	1,731.28
Smith, Kenneth A.	Principal	395.00	28.85	9,989.48
Wiseman, Nicole L.	Senior Manager	375.00		
Windholtz, Timothy F	Director	395.00	1.5	519.37
GRAND TOTAL			68.66	\$21,718.25

Blended Hourly Rate: \$316.32

EXPENSE CATEGORY
MARCH 1, 2024 THROUGH AND INCLUDING MARCH 31, 2024

Disbursement Summary		
Expense Category	Service Provider, if Applicable	Amount
		\$ 0.00
TOTAL		\$ 0.00

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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, and in accordance with that certain *Order Authorizing the Retention and Employment of Hancock Askew & Co., LLP as Tax Advisor to the Debtors and Debtors in Possession Pursuant to Sections 327(a), 328(a), and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014-1 and 2016-2 Effective as of December 15, 2023* [Docket No. 633] (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”), Hancock Askew & Co., LLP (“Hancock”) hereby applies (this

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“Application”) to the United States Bankruptcy Court for the District of Delaware (the “Court”) for reasonable compensation for professional services rendered as tax advisor to the above captioned debtors and debtors in possession (the “Debtors”) in the amount of \$21,718.25, together with reimbursement for actual and necessary expenses incurred in the amount of \$0, for the period March 1, 2024 through March 31, 2024 (the “Monthly Fee Period”). In accordance with the Interim Compensation Order, Hancock requests payment of compensation in the amount of 80% thereof (in the amount up to \$17,374.60). In support of this Application, Hancock 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”), the Debtors commenced their bankruptcy cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). The Debtors are operating their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On September 7, 2023, 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. 98. No request has been made for the appointment of a trustee or examiner. On December 31, 2023, the sale of certain of the Debtors’ assets closed. *See* Docket No. 602.

3. Hancock was retained effective as of December 15, 2023 pursuant to the Retention Order. The Retention Order authorized Hancock 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 \$21,718.25 due for fees. The statement of fees also reflects a voluntary write-off of \$3,052.40 in fees incurred during the Monthly Fee Period. The tax professionals who rendered services are identified, along with the number of hours for each individual and the total compensation sought, in the attachments hereto.

VALUATION OF SERVICES

5. Tax professionals of Hancock have expended a total of 70.64 hours in connection with this matter during the Monthly Fee Period.

6. 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 Hancock's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Hancock for the Monthly Fee Period as tax advisor for the Debtors in these cases is \$21,718.25.

7. Hancock believes that the time entries included in **Exhibit A** attached hereto are in compliance with the requirements of Local Rule 2016-2.

8. 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.

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

CONCLUSION

WHEREFORE, Hancock respectfully requests (i) allowance be made to it in the sum of \$21,718.25 as compensation for necessary professional services rendered to the Debtors for the Monthly Fee Period, and the sum of \$0 as reimbursement of actual necessary costs and expenses incurred during the Monthly Fee Period; (ii) payment of compensation in the amount of 80% thereof (in the amount up to \$17,374.60) and of \$0 for actual and necessary expenses incurred; and (iii) requests such other and further relief as the Court may deem just and proper.

Dated: May 7, 2024

/s/ Kenneth A. Smith

Kenneth A. Smith
Hancock Askew & Co., LLP
3740 Davinci Court, Suite 400
Peachtree Corners, Georgia 30092
Telephone: (770) 246-0793
Tax Advisor for the Debtors and Debtors in Possession

VERIFICATION

I, Kenneth A. Smith, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury:

(a) I am a Principal with the applicant firm Hancock Askew & Co., LLP (“Hancock”).

(b) I have personally performed many of the tax advisory services rendered by Hancock on behalf of the Debtors, and am familiar with all other work performed on behalf of the tax professionals 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/ Kenneth A. Smith
Kenneth A. Smith

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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 *Third Monthly Application of Hancock Askew & Co., LLP for Compensation for Services Rendered and Reimbursement of Expenses as Tax Advisor 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 28, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801.

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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: May 7, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Levi Akkerman

Jeremy W. Ryan (No. 4057)

R. Stephen McNeill (No. 5210)

Gregory J. Flasser (No. 6154)

Levi Akkerman (No. 7015)

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-and-

Kathryn A. Coleman

Christopher Gartman

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Counsel for the Debtors and Debtors in Possession

Exhibit A

Time Entries

EMPLOYEE	DATE	HOURS	WIP AMT	INVOICE	MEMO
Windholtz	3/1/2024	1	395.00	395.00	2023 restructurings / sales transactions
					2023/2024 budget proposal discussions, call with Tim and Ken on proposal considerations after phone call with Attorneys regarding 2023 asset sales, and pending 2024 stock sales
Hines	3/1/2024	0.8	300.00	300.00	
Smith	3/1/2024	1.5	592.50	592.50	2023 activity - call internally to review and conclude how affects our budget
Smith	3/4/2024	0.2	79.00	79.00	Review notes from calls and send email to Jeff Margolin on open items
Smith	3/5/2024	0.3	118.50	118.50	2023 Extensions
Pendilla	3/6/2024	0.6	222.00	222.00	Agile Thought 2023 & 2024 Revised Budgets & 2023 Extensions - Ken, Tim, Chris & Kristine
Windholtz	3/6/2024	0.5	197.50	197.50	2023 budget call
Pendilla	3/6/2024	2	740.00	740.00	Prepare HAC actual fees and expenses for February 2024 - exhibit A, B, application fee, including drafting invoice; changes with ken
Smith	3/6/2024	1.4	553.00	553.00	February billing for 2022 and 2023 returns
					Call with internal HAC team to update 2023 budget and plan 2023 (.7); review asset purchase agreement (1.4); update budget based on Scott Lyman's email (.5)
Smith	3/6/2024	2.6	1,027.00	1,027.00	
Hines	3/6/2024	0.9	337.50	337.50	Planning call on budget requests for 2023 and 2024, discussions with Ken and Kristine, potential revisions to estiamtes
Leonard	3/7/2024	0.25	118.75	118.75	staffing with Tim and Jerome.
Smith	3/7/2024	1	395.00	395.00	change billing to include all of February time, review the bill detail, correct and send to Jeff Margolin
Smith	3/8/2024	0.5	197.50	197.50	(consolidated) to reduce the tax liability; email Jim/Wayne/Scott on whether there were any interest payments subject to withholding
Hines	3/11/2024	0.3	112.50	112.50	Extension planning, coordinate with Ken
Smith	3/12/2024	0.4	158.00	158.00	2023 planning with Chris
Smith	3/12/2024	0.2	79.00	79.00	Review Feb 2024 Fee Application to be submitted to court today
					Extensions - reviewed extensions prepared by BDO for 2022, research and checked for any state LLC type returns due 3/15, confirmed no withholding payments for the form 1042 filing (otherwise due 3/15), emailed questions to Wayne Castellon, responded to Jeff Margolin's query
Smith	3/13/2024	1.75	691.25	691.25	
Rendziperis	3/13/2024	2	790.00	790.00	review withholding and extension payments
Hines	3/13/2024	0.4	150.00	150.00	extension coordinate and update with Wayne on bank account confirmations to use, email with Ken/Kristine
Smith	3/14/2024	0.4	158.00	158.00	Confirm extension staffing, 2023 budget revisions
Hines	3/14/2024	0.4	150.00	150.00	agilethought extension GFR setup call with Emily for deliverable dates
Smith	3/15/2024	0.45	177.75	177.75	Hillsborough Co BPTR final return, research how to file fianl return with Co, assigned prep to Tampa team
Smith	3/15/2024	1.25	493.75	493.75	Updated 2023 budget 1.2 - international filings, email correspondence re: Deloitte valuation team (.1)
Hines	3/16/2024	0.1	37.50	37.50	property tax update with Ken
Pendilla	3/19/2024	0.5	185.00	185.00	prepared 2023 extension summary
					Hillsborough Bus Personal Property Tax Return - procedure to file final, correspondece with CJ Evans on issues, assign the preparation and follow up (1.1) Updating budget for 2023 and 2024 tax returns, discussing with Chris Hines change in staffing mix and impact on budget (1.2)
Smith	3/19/2024	2.3	908.50	908.50	
Hines	3/19/2024	0.6	225.00	225.00	'return budget planning with Ken
Pendilla	3/20/2024	0.25	92.50	92.50	quick planning call with chris to plan extension prep
Rendziperis	3/20/2024	2	790.00	790.00	review sales by state for 2023 and nexus
Hines	3/20/2024	0.3	112.50	112.50	2023 return extensions, planning call with Kristine;
Hines	3/20/2024	2.2	825.00	825.00	review of budget updates from Ken, propose team assignments, scheduling and hours breakdown for 2023/2024

Smith	3/20/2024	1	395.00	395.00	State apportionment information from Wayne - sales by state, payroll by state - for extension purposes, compare states to prior year's filings, consider changing filing methodologies to reduce taxes in states like TN
Hines	3/21/2024	0.4	150.00	150.00	budget update discussion with Ken, proposal for team members
Hines	3/21/2024	0.4	150.00	150.00	call with Kristine to discuss extension planning approach and calculations to use/estimates
Smith	3/21/2024	0.5	197.50	197.50	Staffing discussion with Chris, 4 preparers - 2 federal/1 int'l/ 1 for state preparation, 2 Supervisors, Kristine and Chris with Nicole on technical matters. Contact staff to get schedule once we understand when we will get updated trial balances (updated for sale)
Pendilla	3/22/2024	1.7	629.00	629.00	call with chris to work through estimated taxable income for extension purposes
Smith	3/22/2024	1.55	612.25	612.25	Review DT valuation reports, reread APA, email back to Scott with follow up questions
Hines	3/22/2024	0.7	262.50	262.50	review of proposed extensions, update with Kristine on edits and incorporate PY apportionment. comparison against 2022 tax liability in comined/separate states
Smith	3/23/2024	0.5	197.50	197.50	Extensions - estimate 2023 US taxable income - email correspondence with Chris and Kristine
Pendilla	3/23/2024	2.9	1,073.00	1,073.00	extension calculation - updated summary to include support; refine estimated TN payment; estimate a consolidated net worth franchise tax calculation for TN
Hines	3/23/2024	0.6	225.00	225.00	updates with Ken, notes to Kristine on summary and calculations to discuss potential minimum tax due for 2023
King	3/25/2024	0.5	132.50	132.50	Meeting with Kristine to discuss the preparation and filing of extensions and vouchers.
King	3/25/2024	0.5	132.50	132.50	Pulling charts for extension and rolling forward returns in Axxcess so extension vouchers can be prepared.
Nguyen	3/25/2024	1	225.00	225.00	Called county appraiser, 2024 final tax prep
Smith	3/25/2024	2.5	987.50	987.50	Extension payment issues - consider impact of 12/31/2023 sales transaction on the various states net worth tax. Email correspondence with Kristine Pendilla, Chris Hines, and George Rendziperis, followed up with call with Chris and George (1.5); Review email correspondence from Scott Lyman and update budgets for 2023 & 2024 (.8); Review again the valuation reports and high-level review of transaction with Anzen and SAPI (.2)
Hines	3/25/2024	0.6	225.00	225.00	TN and GA net worth extensions and approach for 2023
Pendilla	3/26/2024	0.4	148.00	148.00	meeting with Wayne to discuss state payments with extension
King	3/26/2024	0.86	227.90	227.90	Preparing extension vouchers in Axxcess and gettiing direct deposit setup for Agilethought LLC
King	3/26/2024	0.25	66.25	66.25	Preparing extension vouchers in Axxcess and gettiing direct deposit setup for AN USA.
King	3/26/2024	0.5	132.50	132.50	Preparing extension vouchers in Axxcess and gettiing direct deposit setup for Agilethought Inc & Subsidiaries.
King	3/26/2024	1.75	463.75	463.75	Updating vouchers for all AT Inc & Subs states and separate state filings after revised numbers were received.
King	3/26/2024	0.5	132.50	132.50	Preparing extension voucher in Axxcess and gettiing direct deposit setup for AT Inc & Subs Texas Franchise tax return.
Rendziperis	3/26/2024	1	395.00	395.00	extensions and review sales by state to determine new states in which company needs to file
Hines	3/26/2024	0.5	187.50	187.50	extensions, call with Wayne, notes to Wayne n requests for income tax extesnion assumptions
King	3/26/2024	2	530.00	530.00	Preparing extension vouchers in Axxcess and gettiing direct deposit setup for 4th Source LLC.
Smith	3/26/2024	5.25	2,073.75	2,073.75	Extensions, recalculate based on new information, call with Chris and Kristine to discuss and conclude - 1; updated budget based on new information .5; Hillsborough Co final property tax return, various call on procedure to file a final return .75; Read APA and DT Valuation reports - 3.0
King	3/27/2024	3	795.00	795.00	Preparing vouchers in Axxcess and reviewing provided sales by state data to determine any new state filings.
King	3/27/2024	3	795.00	795.00	Preparing extension vouchers in Axxcess and updating sales by state workpaper.
Hines	3/27/2024	0.4	150.00	150.00	'23/24 return budget discussions and update with Ken,
Nguyen	3/27/2024	0.75	168.75	168.75	Address review notes property tax return

					Finalize Hillsborough Co property tax return and obtain attachments of bankruptcy filing (.6); Update addendums to our engagement letter along with revised budget (2.0); respond to Scott Lyman's questions (.5)
Smith	3/27/2024	3.1	1,224.50	1,224.50	
Smith	3/28/2024	0.2	79.00	79.00	Billing procedure emails with Potter Anderson
Evans	3/28/2024	0.5	197.50	197.50	Various correspondence with K. Smith and H. Nguyen regarding the 2024 Hillsborough County BPPT return.
		<u>68.66</u>	<u>24,770.65</u>	<u>\$ 24,770.65</u>	
Fee Adjustment				<u>(3,052.40)</u>	
				<u><u>\$ 21,718.25</u></u>	
				\$ 316.32	