

**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)

Obj. Deadline: July 15, 2024 at 4:00 p.m. (ET)

**SUMMARY OF COMBINED FOURTH 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 APRIL 1, 2024 THROUGH MAY 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: | April 1, 2024 through May 31, 2024 |
| Amount of Compensation Sought as Actual, Reasonable and Necessary: | \$7,555.25 |
| 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.

- 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); 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); 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 |
| 5/7/2024 D.I. 876 | 3/1/2024 – 3/31/2024 | \$21,718.25 | \$0.00 | \$17,374.60 | \$0.00 | Pending |

**COMPENSATION BY PROFESSIONAL
APRIL 1, 2024 THROUGH AND INCLUDING MAY 31, 2024**

| Timekeeper Name | Position | Hourly Rate | Total Hours Billed | Total Compensation |
|------------------------|------------------|--------------------|-------------------------------|-------------------------------|
| Hines, Christopher | Senior Manager | 375.00 | 8.20 | 1,797.34 |
| Ireland, Cecilia L. | Supervisor | 270.00 | 0.75 | 118.36 |
| King, Jerome | Senior Associate | 250.00 | 2.00 | 292.25 |
| Pendilla, Kristine A. | Manager | 350.00 | 10.00 | 2,045.75 |
| Smith, Ken A. | Partner | 495.00 | 14.30 | 3,301.55 |
| Grand Total | | | 35.25 | \$7,555.25 |

Blended Hourly Rate: \$214.33

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LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS TAX ADVISOR TO THE DEBTORS AND DEBTORS IN
POSSESSION FOR THE PERIOD APRIL 1, 2024 THROUGH MAY 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

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.

“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 **\$7,555.25** for the period April 1, 2024 through May 31, 2024 (the “Monthly Fee Period”). There were no expenses incurred during 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 **\$6,044.20**). 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 **\$7,555.25** due for fees. The statement of fees also reflects a voluntary write-off of \$5,370.75 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 **35.25** 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 **\$7,555.25**.

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 April 1, 2024 through May 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 **\$7,555.25** 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 **\$6,044.20**) and (iii) requests such other and further relief as the Court may deem just and proper.

Dated: June 25, 2024
New York, NY

/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 Partner 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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HANCOCK ASKEW & CO., LLP FOR COMPENSATION FOR SERVICES
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FOR THE PERIOD APRIL 1, 2024 THROUGH MAY 31, 2024**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Combined Fourth 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 April 1, 2024 Through May 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 **July 15, 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, 3rd 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: June 25, 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)

POTTER ANDERSON & CORROON LLP

1313 North Market Street, 6th Floor

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

Time Entries

| EMPLOYEE | DATE | HOURS | WIP AMT | INVOICE | MEMO |
|----------|-----------|-------|----------|---------|---|
| King | 4/2/2024 | 2 | 530.00 | 224.12 | Finishing prep of extension vouchers for all Agilethought Inc consolidated and separate entities. |
| Pendilla | 4/3/2024 | 0.1 | 37.00 | 15.65 | call with chris to discuss delivery of extensions |
| Hines | 4/3/2024 | 0.4 | 150.00 | 63.43 | 'extensions, call with Kristine on updates and timing |
| Pendilla | 4/4/2024 | 0.5 | 185.00 | 78.23 | review of extension vouchers for 4th source |
| Smith | 4/4/2024 | 0.7 | 276.50 | 116.92 | Extension update and making minimum state payments with extensions, d/w Chris (.2); correspondence with Greg with Potter Anderson re: budget and open items around the valuation and the purchase |
| Hines | 4/4/2024 | 0.3 | 112.50 | 47.57 | proce allocation (.2); Call with Chris on staffing and budget. Update budget and timeline (.3) |
| Smith | 4/4/2024 | 0.3 | 112.50 | 47.57 | update with Ken on status of tax extensions and notes to Kristine |
| Smith | 4/5/2024 | 0.75 | 296.25 | 125.27 | Go through the extension payments with Kristine and Chris on Teams call, issues with consolidated return extension, timing of when we will get the purchase price allocation (.8) |
| Pendilla | 4/5/2024 | 0.8 | 296.00 | 147.14 | extension discussion with Chris and Ken ; update on EL fee, purchase price allocation and valuation |
| Pendilla | 4/5/2024 | 3.2 | 1,184.00 | 500.67 | review extensions for subsidiaries, revisions to qualify for efilng, get drafts ready for client delivery. re-preparation of consolidated extensions due to errors in file |
| Hines | 4/5/2024 | 0.3 | 112.50 | 47.57 | tax extension update with Kristine, plan to deliver payments projections to Wayne |
| Hines | 4/6/2024 | 0.4 | 150.00 | 63.43 | extension payment summary review and coordinate payments with Wayne, send update and confirm if payments are approved |
| Smith | 4/6/2024 | 0.1 | 39.50 | 16.70 | Email correspondence of Wayne's availability to get bank information for state extension payments |
| Pendilla | 4/8/2024 | 0.2 | 74.00 | 31.29 | emails + revisions to extension workpapers to document no state extension payments to be paid at this time |
| Pendilla | 4/8/2024 | 0.1 | 37.00 | 15.65 | AN USA extensions revised - federal only. update delivery notes. update extension in advanceflow |
| Pendilla | 4/8/2024 | 1.2 | 444.00 | 187.75 | AT Inc and subs extension revision plus troubleshooting on print preparation failure error; work around, qualify NY for extension; draft saved to advanceflow |
| Pendilla | 4/8/2024 | 0.5 | 185.00 | 78.23 | AT LLC & 4th source extensions revised. update delivery notes. update extension in advanceflow |
| Smith | 4/8/2024 | 1.8 | 711.00 | 353.44 | Call with Potter Anderson (.5); update budget/EL addendums and send out (.9); follow up with Chris on next steps, re: state payments and extensions;(5) |
| Hines | 4/8/2024 | 0.8 | 300.00 | 126.86 | agile extension update, call with Ken on itms needed, review of states and coordinate with Kristine on next steps |
| Smith | 4/9/2024 | 0.75 | 296.25 | 147.27 | State returns status, emails correspondence concerning state returns, update budget and addendum to engagement letters to reflect change in scope (.5); federal and state extensions (.25) |
| Hines | 4/9/2024 | 0.6 | 225.00 | 95.14 | Federal extension review, update with Kristine. Communicate changes on state extension filing approach from teneo |
| Pendilla | 4/9/2024 | 0.4 | 148.00 | 62.58 | call with chris to discuss extensions |
| Smith | 4/10/2024 | 0.1 | 39.50 | 16.70 | Email with Kristine confirming efile acceptance of federal extension and plan for state extensions |
| Pendilla | 4/10/2024 | 1.8 | 666.00 | 281.63 | redo state extensions (due to misunderstanding of work to be done) |
| Hines | 4/10/2024 | 1.7 | 637.50 | 269.58 | federal extension submission, update with Kristine on status, coordinate with Kristine on states, review of workflow and commenst for additional state extension filings. Update with Ken |
| Pendilla | 4/11/2024 | 0.5 | 185.00 | 78.23 | call with chris to troubleshoot the print errors related to the 5471 data in AT Inc.; NY extension still outstanding due to print error. |
| Pendilla | 4/11/2024 | 0.3 | 111.00 | 46.94 | recreate NY extension without 5471 data in AT Inc v3 location |
| Smith | 4/11/2024 | 0.75 | 296.25 | 125.27 | Extensions |
| Hines | 4/11/2024 | 0.6 | 225.00 | 95.14 | New York extension, coordinate with Kristine and verify filing |
| Pendilla | 4/12/2024 | 0.4 | 148.00 | 62.58 | call with chris to finalize new york extension |
| Hines | 4/12/2024 | 0.8 | 300.00 | 126.86 | extension, update with Kristine on finalizing NY, confirm approach for MI and GA extensions and status update to Ken |
| Smith | 4/12/2024 | 1 | 395.00 | 196.35 | Update EL's and budget without state tax returns |
| Smith | 4/15/2024 | 0.8 | 316.00 | 157.08 | Extensions, state that must be paper filed (.3), review engagement letter addendums without state return prep (.5) |
| Hines | 4/15/2024 | 0.3 | 112.50 | 112.50 | 2022 IRS state notice, review and coordinate with Ken on meeting to discuss POA |
| Smith | 4/15/2024 | 0.2 | 79.00 | 79.00 | Review IRS notice from Wayne on late filing penalties under Sec. 6038 |
| Smith | 4/16/2024 | 0.3 | 118.50 | 118.50 | Discuss the IRS notice with Chris Hines, and next steps |
| Hines | 4/16/2024 | 1.2 | 450.00 | 450.00 | IRS notice, update and discuss need for POA, compile relevant documentation to respond to IRS late filing notice (exempted under Hurricane Idalia relief), compile response package of PDF return pages |
| Smith | 4/17/2024 | 0.25 | 98.75 | 98.75 | Review Power of Attorney, had staff to update with changes, review final and signed (.3) Call with IRS - called numerous times before able to speak to IRS representative, who put a note on the account that taxpayer is sending written information that it had a valid extension under the federatly |
| Smith | 4/17/2024 | 1.5 | 592.50 | 592.50 | declared disaster extension for the state of Florida (.8); Researched the FEMA disaster code, and the the regulations under Sec. 7508A regarding the fact that the tax preparer was in the disasater area gives the company the extension to file. BDO Tampa had begun the tax preparation and then completed by our firm's Tampa office (.7) |
| Hines | 4/17/2024 | 0.6 | 225.00 | 225.00 | update with Ken on power of attorney, coordinate with Cecilia on prep and draft delivery to Ken |
| Ireland | 4/17/2024 | 0.75 | 213.75 | 213.75 | call with Chris, POA |

| EMPLOYEE | DATE | HOURS | WIP AMT | INVOICE | MEMO |
|----------------|-----------|-------|--------------------|--------------------|---|
| Smith | 4/29/2024 | 0.25 | 98.75 | 98.75 | IRS Notice update on POA and response letter |
| Smith | 4/29/2024 | 0.25 | 98.75 | 49.09 | Billing |
| Hines | 4/29/2024 | 0.2 | 75.00 | 37.28 | Billing time and invoice prep |
| Smith | 4/30/2024 | 2 | 790.00 | 392.71 | Review WIP for March billing against budgeted items and out of scope items such as responding to IRS and state notices, as well as property tax filings; work with Chris to summarize and present in Exhibit A, complete fee application and invoice and email to Potter Anderson |
| Smith | 4/30/2024 | 0.25 | 98.75 | 98.75 | Email from Wayne Castellon re: NC refund check made out to AT Inc vs AT LLC, review check and correspond with George Rendziperis and respond to Wayne concerning an issues with the refund |
| Smith | 5/1/2024 | 0.1 | 39.50 | 19.64 | Follow up correspondence in billing and fee application with Potter Anderson |
| Smith | 5/20/2024 | 1.5 | 592.50 | 592.50 | IRS Notice, prepare Form 2848 and finalize response etter to IRS, email 2848 to Jim Feltman |
| Smith | 5/24/2024 | 0.25 | 98.75 | 98.75 | Follow up on IRS Notice - email Jim |
| Smith | 5/28/2024 | 0.7 | 276.50 | 276.50 | Received Power of Attorney from Teneo, updated response to IRS to include fully executed POA and worked with admin team to get response sent via certified mail. |
| | | 35.25 | 13,167.25 | <u>\$ 7,555.25</u> | |
| Fee adjustment | | | (5,612.00) | | |
| Net Fees | | | <u>\$ 7,555.25</u> | | |
| | | | \$ 214.33 | | |