

Fill in this information to identify the case:

Debtor AgileThought, LLC

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number 23-11308

**Official Form 410
Proof of Claim**

04/22

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>AT Holdings Group, LLC</u> <small>Name of the current creditor (the person or entity to be paid for this claim)</small>	
	Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	<u>AT Holdings Group, LLC</u> <u>1320 Quail Dr.</u> <u>Sarasota, FL 34231</u>	
	Contact phone <u>941-320-8179</u>	Contact phone _____
	Contact email <u>dave.romine@atholdingsgrp.com</u>	Contact email _____
	Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	
4. Does this claim amend one already filed?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on _____ <small>MM / DD / YYYY</small>	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ _

7. How much is the claim? \$ 8276383.56. Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
Limit disclosing information that is entitled to privacy, such as health care information.
See attachment

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.
Nature or property:
 Real estate: If the claim is secured by the debtor's principle residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____
Basis for perfection: _____
Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)
Value of property: \$ _____
Amount of the claim that is secured: \$ _____
Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.)
Amount necessary to cure any default as of the date of the petition: \$ _____
Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

No

Yes. Check all that apply:

	Amount entitled to priority
<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	\$ _____
<input type="checkbox"/> Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.	\$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. 503(b)(9)?

No

Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 11/17/2023
MM / DD / YYYY

/s/Charles David Romine Jr.
Signature

Print the name of the person who is completing and signing this claim:

Name Charles David Romine Jr.
First name Middle name Last name

Title Manager

Company AT Holdings Group, LLC
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Contact phone _____ Email _____



KCC ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (866) 548-5856 | International (781) 575-2073

Debtor: 23-11308 - AgileThought, LLC		
District: District of Delaware		
Creditor: AT Holdings Group, LLC 1320 Quail Dr. Sarasota, FL, 34231 Phone: 941-320-8179 Phone 2: Fax: Email: dave.romine@atholdingsgrp.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement: Copies of the Guaranty, the Agreement, and the Amendment may be obtained by emailing counsel for the	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Authorized agent	
Other Names Used with Debtor:	Amends Claim: No Acquired Claim: No	
Basis of Claim: See attachment	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 8276383.56	Includes Interest or Charges: Yes	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: No Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: Charles David Romine Jr. on 17-Nov-2023 10:13:16 a.m. Eastern Time Title: Manager Company: AT Holdings Group, LLC		

**Attachment to AT Holdings Group, LLC's
Proof of Claim in *In re AgileThought*, Chapter 11 Case No. 23-11308**

AT Holdings Group, LLC (“**Claimant**”) claims \$8,276,383.56 due from AgileThought LLC (the “**Debtor**”) pursuant to the terms of the Guaranty Agreement dated July 18, 2019 (the “**Guaranty**”), pursuant to which the Debtor guaranteed the obligations of IT Global Holding LLC (“**ITGH**”) under that certain Membership Interest Purchase Agreement dated May 30, 2019 (as amended, the “**Agreement**”), as modified by the First Amendment to the Membership Interest Purchase Agreement dated July 16, 2019 (the “**Amendment**”).¹ The claimed amount is comprised of the Base Earnout Payment Amount of \$6,000,000.00, plus accrued interest from June 30, 2020 through August 28, 2023 in the amount of \$2,276,383.56, due from ITGH to the Claimant under the Agreement as guaranteed by the Debtor.

To the extent the Debtor asserts claims against the Claimant of any kind, the Claimant reserves the right to assert that such claims are subject to rights of setoff or recoupment, which rights may be treated as secured claims under the Bankruptcy Code. To the extent that the Debtor or any other party asserts any claims against the Claimant that would give rise to any counterclaim, cross-claim or other claim against the Debtor, the Claimant reserves all rights to assert such claims.

The Claimant reserves the right to (i) amend, clarify, modify, update or supplement this Proof of Claim at any time in any respect, including without limitation to assert additional claims and requests for payment or additional grounds for its claims, or to specify the amount of the Debtor’s contingent, unmatured or unliquidated claims as they become, non-contingent, matured or liquidated; (ii) file additional proofs of claim at any time and in any respect; or (iii) file a request for payment of administrative or priority expense in accordance with §§ 503(b) and 507(a) of the Bankruptcy Code. By virtue of the filing of this Proof of Claim, the Claimant does not waive and hereby expressly reserves its right to pursue claims and requests for payment, including, but not limited to, the claims and requests for payment described herein against the Debtor based upon alternative legal theories.

¹ Copies of the Guaranty, the Agreement, and the Amendment may be obtained by emailing counsel for the Claimant, Adam Lawton Alpert, Esq., Bush Ross, P.A. at aalpert@bushross.com.

By filing this Proof of Claim, the Claimant does not waive, and specifically preserves, its procedural and substantive defenses to any claim that may be asserted against it by the Debtor, by any trustee of its estate, by any official committee appointed in this case, or any other party. the Claimant also reserves all rights accruing to it against the Debtor, and the filing of this Proof of Claim is not intended to be and shall not be considered as (a) an election of remedies, or (b) a waiver or limitation of any rights of the Claimant. The Claimant reserves the right to withdraw this Proof of Claim with respect to any claims for any reason whatsoever.

This Proof of Claim shall not be deemed to be a waiver of the Claimant's rights (i) to have final orders in non-core matters entered only after de novo review by a United States District Court, (ii) to trial by jury in any proceeding so triable in this case or any case, controversy, or proceeding related to this case, (iii) to have a United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (iv) to any other rights, claims, actions, setoffs, or recoupments to which the Claimant is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments the Claimant expressly reserves.