

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
PGX HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 23-10718 (CTG)
Debtors.)	(Jointly Administered)

FIRST SUPPLEMENTAL NOTICE OF DESIGNATION OF CERTAIN EXECUTORY CONTRACTS AND/OR UNEXPIRED LEASES AS “ASSUMED CONTRACTS” AND ASSUMPTION AND ASSIGNMENT THEREOF

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU OR ONE OF YOUR AFFILIATES IS A COUNTERPARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE WITH ONE OR MORE OF THE DEBTORS, INCLUDING AS SET FORTH ON EXHIBIT A ATTACHED HERETO.

PLEASE TAKE NOTICE that, on June 6, 2023, PGX Holdings, Inc. and its debtor affiliates, in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Court”) a motion [Docket No. 66] (the “Motion”)² for the entry of an order (the “Bidding Procedures Order”) approving, among other things, bidding procedures in connection with the sale of substantially all of the Debtors’ assets, and on August 4, 2023, the Court entered the Bidding Procedures Order [Docket No. 331].

PLEASE TAKE FURTHER NOTICE that, on August 4, 2023, pursuant to the Bidding Procedures Order, the Debtors filed and served the *Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases* [Docket No. 336], which included a list of potentially Assigned Contracts attached thereto as Exhibit A (the “Initial List of Potentially Assigned Contracts”).

PLEASE TAKE FURTHER NOTICE that, on August 25, 2023, the Court entered orders [Docket No. 422 and 423] (together, the “Sale Orders”) approving (i) the Debtors’ entry into and performance under each of the Stalking Horse Agreements and authorizing the sale of substantially

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PGX Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536); Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362); Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073); and Progrexion Teleservices, Inc. (5110). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bidding Procedures Order or the Sale Orders, as applicable.



all of the Debtors' assets free and clear of all liens, claims, interest, and encumbrances and (ii) the assumption by the Debtors and the assignment and sale to the Progrexion Purchaser or Lexington Law Purchaser (as applicable, the "Purchaser") of executory contracts and unexpired leases to be designated by the Purchaser as "Assumed Contracts" pursuant to the Sale Orders, the Progrexion APA, the Lexington Law APA, and sections 363 and 365 of the Bankruptcy Code, subject to, and effective as of, the closing of the Sale Transactions (the date of the closing being the "Closing Date").

PLEASE TAKE FURTHER NOTICE that, on September 11, 2023, the Debtors filed that certain *First Supplemental Notice to Contract Parties to Potentially Assumed and Assigned Executory Contracts and Unexpired Leases* [Docket No. 455] (the "First Amended Notice"), providing notice of supplemental changes made to the Initial List of Potentially Assigned Contracts.

PLEASE TAKE FURTHER NOTICE that, on September 23, 2023, the Debtors filed that certain *Second Supplemental Notice to Contract Parties to Potentially Assumed and Assigned Executory Contracts and Unexpired Leases* [Docket No. 492] (the "Second Amended Notice"), providing notice of further supplemental changes made to the Initial List of Potentially Assigned Contracts, as modified by the First Amended Notice.

PLEASE TAKE FURTHER NOTICE that, on September 23, 2023, the Debtors filed that certain *Notice of Designation of Certain Executory Contracts and/or Unexpired Leases as "Assumed Contracts" and Assumption and Assignment Thereof* [Docket No. 493] (the "Designation Notice"), providing notice of the agreements to be assumed and assigned to the Purchaser in accordance with the Sale Orders, the Progrexion APA, the Lexington Law APA, and the approved contract designation process and upon the occurrence of the Closing Date, as identified on Exhibit A attached thereto (such agreements, the "Assigned Contracts").

PLEASE TAKE FURTHER NOTICE that, on September 26, 2023, the Debtors filed that certain *Third Supplemental Notice to Contract Parties to Potentially Assumed and Assigned Executory Contracts and Unexpired Leases* [Docket No. 500] (the "Third Amended Notice"), providing notice of further supplemental changes made to the Initial List of Potentially Assigned Contracts, as modified by the First Amended Notice and the Second Amended Notice.

PLEASE TAKE FURTHER NOTICE that, in accordance with the Sale Orders, the Progrexion APA, the Lexington Law APA, and the approved contract designation process, the Debtors hereby file and provide notice of additional agreement(s) to be assumed and assigned to Purchaser as an Assigned Contract, as reflected in Exhibit A attached hereto (the "Supplemental Assigned Contracts").

PLEASE TAKE FURTHER NOTICE that, pursuant to the Sale Orders, the Progrexion APA, and the Lexington Law APA, **the Purchaser has determined that the Assigned Contracts identified in the Designation Notice along with the Supplemental Assigned Contracts set forth on Exhibit A attached hereto shall be assumed by the Debtors and assigned and sold to Purchaser and shall be designated as "Assumed Contracts" within the meaning of the Sale Orders, the Progrexion APA, and the Lexington Law APA, in each case subject to, and effective as of, the Closing Date** (unless such other date is mutually agreed upon by the Debtors,

the Purchaser, and the counterparty or counterparties to any such Contract). For the avoidance of doubt, the Debtors intend to file a notice of the occurrence of the applicable Closing Date upon the closing of such sale transaction.

PLEASE TAKE FURTHER NOTICE that the Cure Amount for your Contract(s) shall be as previously noticed to you and as approved by the Court pursuant to the Sale Orders or as otherwise agreed upon by you and the Debtors and/or the Purchaser in writing except as indicated otherwise on **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that nothing herein (i) alters in any way the prepetition nature of the Assigned Contracts or the validity, priority, or amount of any claims of a counterparty to any Assigned Contracts against the Debtors that may arise under such Assigned Contract, (ii) creates a postpetition contract or agreement, or (iii) elevates to administrative expense priority any claims of a counterparty to any Assigned Contract against the Debtors that may arise under such Assigned Contract.³

³ The Debtors reserve all rights to modify the Assigned Contracts attached hereto as **Exhibit A**, in accordance with the terms of the Sale Orders, the Progexion APA, and the Lexington Law APA.

Dated: September 26, 2023
Wilmington, Delaware

/s/ Michael W. Yurkewicz

**KLEHR HARRISON HARVEY
BRANZBURG LLP**

Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
919 North Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189
Facsimile: (302) 426-9193
Email: dpacitti@klehr.com
myurkewicz@klehr.com

- and -

Morton R. Branzburg (*pro hac vice* pending)
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-3007
Facsimile: (215) 568-6603
Email: mbranzburg@klehr.com

*Co-Counsel to the Debtors and Debtors in
Possession*

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (*admitted pro hac vice*)
601 Lexington Ave
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

- and -

Spencer Winters (*admitted pro hac vice*)
Whitney C. Fogelberg (*admitted pro hac vice*)
Alison J. Wirtz (*admitted pro hac vice*)
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: spencer.winters@kirkland.com
whitney.fogelberg@kirkland.com
alison.wirtz@kirkland.com

*Co-Counsel to the Debtors and Debtors in
Possession*

Exhibit A

First Supplemental – Assigned Contracts¹

¹ The inclusion of a Contract on this list does not constitute an admission as to the executory or non-executory nature of the Contract, or as to the existence or validity of any claims held by the counterparty or counterparties to such Contract.

Row Number	Counterparty Name	Debtor	Contract Description	Estimated Cure Amount
1	Holland & Knight, LLP	John C. Heath Attorney at Law PC	Engagement letter effective September 5, 2023	\$0.00