

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)
)	
	)	Objection Deadline: July 16, 2024 at 4:00 p.m. (ET)
	)	Hearing Date: August 14, 2024 at 1:00 p.m. (ET)

**PLAN ADMINISTRATOR’S TENTH OMNIBUS OBJECTION
(NON-SUBSTANTIVE) TO AMENDED AND EQUITY INTERESTS**

TO THOSE HOLDERS OF CLAIMS ON SCHEDULES 1 AND 2 TO THE PROPOSED ORDER ANNEXED HERETO AS EXHIBIT A:

- **YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION AND BY ANY FURTHER OBJECTION THAT MAY BE FILED BY THE DEBTORS**
- **YOU ARE DIRECTED TO LOCATE YOUR CLAIM ON THE SCHEDULES TO THE PROPOSED ORDER**
- **THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTORS’ RIGHTS, OR THE RIGHTS OF OTHER PARTIES IN INTEREST, TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIMS ADDRESSED HEREIN**

The plan administrator (the “Plan Administrator”) of the above-captioned debtors (the “Debtors”), hereby objects, pursuant to sections 501 and 502 of title 11 of the United States Code (the “Bankruptcy Code”), rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local

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

Rules”), to certain of the following types of claims: (a) Claims for which another claim was subsequently filed that amends and supersedes the originally filed Claim seeking recovery for the same underlying alleged liability (the “Amended Claims”); and (b) Claims that are based on the ownership of stock (the “Equity Interests,” collectively with the Amended and Superseded Claims, the “Disputed Claims”) listed on **Schedule 1** and **Schedule 2**, respectively, annexed to the proposed order attached hereto as **Exhibit A** (the “Proposed Order”). For the reasons set forth herein, the Debtors seek entry of the Proposed Order disallowing and/or modifying the Disputed Claims.

In support of this Objection, the Plan Administrator submits the Declaration of Richard Niemerg (the “Niemerg Declaration,” a copy of which is attached hereto as **Exhibit B** and incorporated herein by reference), and respectfully represents as follows:

JURISDICTION

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012. The Plan Administrator confirms his consent, pursuant to Local Rule 9013-1(f), to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

Progexion 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.

3. The statutory predicates for the relief requested herein are sections 501 and 502 of the Bankruptcy Code.

RELIEF REQUESTED

4. For the reasons set forth in more detail below, and based on its review, the Plan Administrator has determined that the Disputed Claims filed in these cases are objectionable on non-substantive grounds and requests that they be modified or expunged as set forth on **Schedule 1** and **Schedule 2** to the Proposed Order.

BACKGROUND

1. On June 4, 2023 (the “Petition Date”), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. During the pendency of their chapter 11 cases, the Debtors operated their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On July 19, 2023, the Court entered an *Order (A) Establishing Bar Dates for Filing Proofs of Claim, Including Claims Under 11 U.S.C. § 503(B)(9) and Administrative Expense Requests; (B) Approving the Form and Manner for Filing Proofs of Claim and Administrative Expense Requests; (C) Approving Notice Thereof; and (D) Granting Related Relief* [Docket No. 194] (the “Bar Date Order”), establishing, among other things, September 7, 2023 as the deadline for all non-governmental entities to file Proofs of Claim.

3. On December 26, 2023, the Court entered the *Findings of Fact, Conclusions of Law, and Order Approving the Debtors’ Disclosure Statement for, and Confirming the Second Amended Joint Chapter 11 Plan of PGX Holdings, Inc., and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 681] (the “Confirmation Order”) that confirmed the *Second Amended Joint Chapter 11 Plan of PGX Holdings, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 570] (the “Plan”). On December

26, 2023, the Effective Date of the Plan occurred. The Plan designated Mark A. Roberts of Alvarez & Marsal North America, LLC as the Plan Administrator. Under the Plan, the Plan Administrator is authorized to administer claims on the Debtors' behalf.

4. In the ordinary course of business, the Debtors maintained books and records (the "Books and Records") that reflect, among other things, the Debtors' liabilities and the amounts owed to their creditors. The Plan Administrator and his advisors (collectively, the "Reviewing Parties"), have commenced a review of the Proofs of Claim filed in these cases, including any supporting documentation filed therewith and a comparison of these documents with the Books and Records to determine the validity of the Proofs of Claims. For the reasons set forth in more detail below, and based on this review, the Reviewing Parties have determined that the Disputed Claims filed in these cases are objectionable on non-substantive grounds.

OBJECTION

5. Section 502(a) of the Bankruptcy Code provides that "[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). The burden of proof for determining the validity of claims rests on different parties at different stages of the objection process. As explained by the United States Court of Appeals for the Third Circuit:

The burden of proof for claims brought in bankruptcy court under 11 U.S.C. § 502(a) rests on different parties at different times. Initially, the claimant must allege facts sufficient to support the claim. If the averments in his filed claim meet this standard of sufficiency, it is '*prima facie*' valid. [citations omitted]. In other words, a claim that alleges facts sufficient to support legal liability to the claimant satisfies the claimants' initial obligation to go forward. The burden of going forward then shifts to the objector to produce evidence sufficient to negate the *prima facie* validity of the filed claim . . . In practice, the objector must produce evidence which, if believed, would refute at least one of the allegations that is essential to the claim's legal sufficiency. If the objector produces sufficient evidence to negate one or more of the sworn facts in the proof of

claim, the burden reverts to the claimant to prove the validity of the claim by a preponderance of the evidence.

In re Allegheny Int'l Inc., 954 F.2d 167, 173-74 (3d. Cir. 1992) (citation omitted). Once the prima facie validity of a claim is rebutted, “it is for the claimant to prove his claim, not for the objector to disprove it.” *In re Kahn*, 114 B.R. 40, 44 (Bankr. S.D.N.Y. 1990)(citations omitted).

6. A chapter 11 debtor has the duty to object to the allowance of any Claim that is improper. 11 U.S.C. §§ 704(a)(5), 1106(a)(1) and 1107(a); *see also Int'l Yacht & Tennis, Inc. v. Wasserman Tennis, Inc. (In re Int'l Yacht & Tennis, Inc.)*, 922 F.2d 659, 661-62 (11th Cir. 1991).

7. By this objection, the Plan Administrator requests that the Court enter an order, pursuant to sections 105(a) and 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007 and Local Rule 3007-1, disallowing or modifying the Disputed Claims identified on **Schedule 1** and **Schedule 2** to the Proposed Order for the reasons set forth below and in the manner indicated thereon.²

A. Amended and Superseded Claims

10. As a result of its Books and Records review, the Reviewing Parties have identified certain Proofs of Claim that can be characterized as “Amended Claims”—Claims for which another Proof of Claim (the “Surviving Amended Claim”) was subsequently filed that amends and supersedes the originally filed Proof of Claim seeking recovery for the same underlying alleged liability. To clarify the claims register in these cases (the “Claims Register”), and to simplify the allowance/disallowance process, the Debtors seek to disallow such Amended Claims, but keep the Surviving Amended Claims. The disallowance of the Amended Claims will

² This Objection is expressly without prejudice to any and all rights of the Debtors to bring future and/or additional objections to any of the Disputed Claims on any basis.

not prejudice the claimants or their substantive rights because they will retain the Surviving Amended Claims against the Debtors. The Debtors, however, reserve their rights to object to such Surviving Amended Claims and nothing contained herein shall constitute an allowance of such Surviving Amended Claim. Accordingly, and subject to further objection and the express reservation of rights set forth below, the Debtors request that each Amended Claim be expunged as set forth on **Schedule 1** to the Proposed Order.

11. The Disputed Claims listed on **Schedule 1** to the Proposed Order are the Amended Claims that the Reviewing Parties have identified to date. In a manner substantially consistent with Local Rule 3007-1(e)(iii), each Amended Claim appears in a row with the following labels: (A) Claims to be disallowed: (i) Name, (ii) Date Filed, (iii) Case Number/Debtor, (iv) Claim #, and (v) Claim Amount and (B) Surviving Claims: (i) Name, (ii) Date Filed, (iii) Case Number/Debtor, (iv) Claim #, and (v) Claim Amount.

B. Equity Interests

12. As a result of their Books and Records review, the Reviewing Parties have identified certain Proofs of Claim can be characterized as “Equity Interests”—Claims that assert a liability solely based upon the ownership of equity in the Debtors. The Plan administrator asserts that pursuant to the Plan and the Bankruptcy Code would only be entitled to a distribution after all Claims are satisfied in full. The failure to disallow such Equity Interests would thus improperly elevate the recovery on the Equity Interests above the holders of valid Claims. The disallowance of these claims will enable the Claims Register to reflect more accurately the claims asserted against the Debtors. Accordingly, the Plan Administrator objects to the allowance of the Equity Interests and requests that such Equity Interests be disallowed.

13. The Equity Interests listed on **Schedule 2** to the Proposed Order are the Claims that the Reviewing Parties believe should be disallowed. In a manner consistent with Local Rule 3007-1(e)(iii)(F), for each Claimant, the Equity Interests appear in rows with the following labels: (i) Name, (ii) Date Filed, (iii) Case Number, (iv) Debtor, (v) Claim #, and (v) Claim Amount.

SEPARATE CONTESTED MATTERS

14. Each of the above objections to the Disputed Claims constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Plan Administrator requests that any order entered by the Court with respect to an objection asserted in this objection shall be deemed a separate order with respect to each Disputed Claim.

RESERVATION OF RIGHTS

15. Nothing contained in this objection or any actions taken by the Debtors or the Plan Administrator pursuant to relief granted in the Proposed Order is intended or should be construed as: (a) an admission as to the validity of any particular Claim (including the Disputed Claims) against a Debtor entity; (b) a waiver of the Debtors' rights to dispute any particular claim (including the Disputed Claims) on any grounds; (c) a promise or requirement to pay any particular claim (including the Disputed Claims); (d) an implication or admission that any particular claim (including the Disputed Claims) is of a type specified or defined in this objection; (e) an admission by the Debtors that any contract or lease is executory or unexpired, as applicable; (f) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law; (g) a request or authorization to assume or reject any agreements under section 365 of the Bankruptcy Code; (h) a waiver of any party's rights to assert that any other

party is in breach or default of any agreement; or (i) an admission that any contract or lease is integrated with any other contract or lease.

16. The Debtors and Plan Administrator hereby reserve their rights to amend, modify, and/or supplement this objection, including to object to the Disputed Claims on any additional grounds, prior to the hearing before the Court on this objection, if any (the “Hearing”), and nothing in this objection shall affect the Debtors’ right or the Plan Administrator’s right to object to the Disputed Claims at a future date on a basis other than as set forth in this objection as permitted by bankruptcy or nonbankruptcy law, subject to any limitations set forth in the Local Rules.

NOTICE

17. The Plan Administrator has provided notice of this objection to: (a) the Office of the United States Trustee for the District of Delaware; (b) all the Claimants on **Schedule 1** and **Schedule 2**; and (c) any persons who have filed a request for notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

STATEMENT OF COMPLIANCE WITH LOCAL RULE 3007-1(e)(i)(E)

18. The undersigned representative of Klehr Harrison Harvey Branzburg LLP (“*Klehr Harrison*”) certifies that he has reviewed the requirements of Local Rule 3007-1 and that the objection substantially complies with that Local Rule. To the extent that the objection does not comply in all respects with the requirements of Local Rule 3007-1, Klehr Harrison asserts that such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, the Plan Administrator respectfully requests that this Court (i) enter the Proposed Order attached hereto as **Exhibit A** modifying and/or disallowing the Disputed Claims, and (ii) grant such other and further relief as is just and proper.

Dated: July 2, 2024
Wilmington, Delaware

/s/ Michael W. Yurkewicz

KLEHR HARRISON HARVEY
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Co-Counsel to the Plan Administrator

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

<p>In re:</p> <p>PGX HOLDINGS, INC, <i>et al.</i>,¹</p> <p style="text-align: right;">Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 23-10718 (CTG)</p> <p>(Jointly Administered)</p> <p>Objection Deadline: July 16, 2024 at 4:00 p.m.</p> <p>Hearing Date: August 14, 2024 at 1:00 p.m.</p>
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**NOTICE OF PLAN ADMINISTRATOR’S TENTH OMNIBUS OBJECTION
(NON-SUBSTANTIVE) TO AMENDED CLAIMS AND EQUITY INTERESTS**

TO THOSE HOLDERS OF CLAIMS ON SCHEDULES 1 AND 2 TO THE PROPOSED ORDER ANNEXED TO THE OBJECTION AS EXHIBIT A:

- **YOUR SUBSTANTIVE RIGHTS MAY BE AFFECTED BY THE FOLLOWING OBJECTION AND BY ANY FURTHER OBJECTION THAT MAY BE FILED BY THE DEBTORS**
- **YOU ARE DIRECTED TO LOCATE YOUR CLAIM ON THE SCHEDULES TO THE PROPOSED ORDER**
- **THE RELIEF SOUGHT HEREIN IS WITHOUT PREJUDICE TO THE DEBTORS’ RIGHTS, OR THE RIGHTS OF OTHER PARTIES IN INTEREST, TO PURSUE FURTHER SUBSTANTIVE OR NON-SUBSTANTIVE OBJECTIONS AGAINST THE CLAIMS ADDRESSED HEREIN**

PLEASE TAKE NOTICE that on July 2, 2024, the Plan Administrator (the “Plan Administrator”) of the above-captioned debtors filed with the United States Bankruptcy Court for the District of Delaware (the “Court”), the *Plan Administrator’s Tenth Omnibus Objection to Amended Claims and Equity Interests* (the “Objection”).

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.

PLEASE TAKE FURTHER NOTICE that any response to the Objection must be made in writing and be filed with the Bankruptcy Court, on or before **July 16, 2024 at 4:00 p.m. prevailing Eastern Time.**

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response to this Objection upon: (a) counsel for the Plan Administrator, (i) Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (Attn: Spencer Winters (spencer.winters@kirkland.com) and Alison J. Wirtz (alison.wirtz@kirkland.com)) and (ii) Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, DE 19801 (Attn: Domenic E. Pacitti (dpacitti@klehr.com) and Michael W. Yurkewicz (myurkewicz@klehr.com)); (b) counsel for the Prepetition First Lien Lenders and DIP Lenders, (i) King & Spalding, 1185 Avenue of the Americas, New York, NY 10036 (Attn: Roger Schwartz, Esq. (rschwartz@kslaw.com); Geoffrey Michael King, Esq. (gking&kslaw.com) and Timothy Fesenmyer, Esq. (tfesenmyer@kslaw.com); and (ii) Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, Suite 1600, Wilmington, Delaware 19801, (Attn: Robert J. Dehney (rdehney@morrisnichols.com)).

PLEASE TAKE FURTHER NOTICE that if you fail to respond in accordance with this notice, the Court may sustain the Objection without further notice or hearing.

PLEASE TAKE FURTHER NOTICE THAT IF AN OBJECTION IS PROPERLY FILED AND SERVED ON THE NOTICE PARTIES IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD BEFORE THE HONORABLE CRAIG T. GOLDBLATT, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 3RD FLOOR, COURTROOM #7, WILMINGTON, DELAWARE 19801 ON AUGUST 14, 2024 AT 1:00 P.M. PREVAILING EASTERN TIME. ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: July 2, 2024
Wilmington, Delaware

/s/ Michael W. Yurkewicz

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Co-Counsel to the Plan Administrator

Exhibit A

Proposed Order

**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)
)	
	)	Related to Docket No.
)	
)	

**ORDER SUSTAINING PLAN ADMINISTRATOR’S
TENTH OMNIBUS OBJECTION (NON-SUBSTANTIVE)
TO AMENDED CLAIMS AND EQUITY INTERESTS**

Upon the objection (the “Objection”)² of the Plan Administrator seeking entry of an order modifying or expunging certain Disputed Claims; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. §157; and it appearing that venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and the Plan Administrator, on behalf of the Debtors, having consented to the Court’s entry of a final order consistent with Article III of the United States Constitution on; and adequate notice of the Objection and opportunity for response having been given; and it appearing that no other notice need be given; and the Court having considered the Objection, the Claims listed on **Schedule 1** and **Schedule 2** annexed hereto, and

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 not otherwise defined herein shall have the meanings ascribed to them in the Objection.

any responses thereto; and upon the record herein; and after due deliberation and sufficient cause appearing therefore, it is FOUND AND DETERMINED that:

- A. This Objection is a core proceeding under 28 U.S.C. § 157(b)(2).
- B. Each holder of a Claim listed on **Schedule 1** and **Schedule 2** attached hereto was properly and timely served with a copy of the Objection, this Order, the accompanying schedules, and the notice.
- C. Any entity known to have an interest in the Claims subject to the Objection has been afforded reasonable opportunity to respond to, or be heard regarding, the relief requested in the Objection.
- D. Each of the Claims labeled “Claims to be Disallowed” on **Schedule 1** hereto asserts a claim that has been amended and superseded by a Claim listed as a Surviving Claim thereon.
- E. Each of the Claims on **Schedule 2** hereto asserts a liability that is based solely upon the ownership of equity in one or more of the Debtors.

IT IS HEREBY ORDERED ADJUDGED AND DECREED that:

- 1. The Objection is granted as set forth herein.
- 2. Any response to the Objection not otherwise withdrawn, resolved, or adjourned is hereby overruled on its merits.
- 3. Each of the Claims listed as Claims to be Disallowed on **Schedule 1** hereto is hereby disallowed in its entirety. Each of the Claims listed as Surviving Claim on **Schedule 1** hereto shall be unaffected by this Order.
- 4. Each of the Claims listed as a Equity Interests on **Schedule 2** hereto is hereby disallowed in its entirety.

5. The official claims register in these cases shall be modified in accordance with this Order.

6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' rights to dispute any prepetition Claim on any grounds; (c) a promise or requirement to pay any prepetition Claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Objection or any order granting the relief requested by this Objection; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (e) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

7. The Debtors' and Plan Administrator's rights to amend, modify, or supplement the Objection, and the rights of all parties in interest to file additional objections to the Disputed Claims or any other Claims (filed or not) which may be asserted against the Debtors, and to seek further reduction of any Disputed Claim to the extent such Claim has been paid, are preserved. Additionally, should one or more of the grounds of objection stated in the Objection be dismissed, the Debtors' rights, the Plans Administrator's rights, and the rights of other parties in interest to object on the other stated grounds or on any other grounds that the Debtors or other parties in interest may discover during these cases are further preserved.

8. Each Disputed Claim, and the objections by the Debtors to such Disputed Claim, as addressed in the Objection and set forth on **Schedule 1** and **Schedule 2** hereto, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1. This Order shall be deemed a separate Order with respect to each Disputed Claim. Any stay of

this Order pending appeal by any claimants whose Claims are subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Objection or this Order.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004, 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry. All time periods set forth in the Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. This Court shall retain jurisdiction over the Debtors and the Claimants whose Claims are subject to the Objection with respect to any matters related to or arising from the Objection and the implementation of this Order.

SCHEDULE 1

Amended and Superseded Claims

PGX Holdings, Inc. Case No. 23-10718
 Tenth Omnibus Objection (Non-Substantive)
 Schedule 1 - Amended Claims

	NAME	DATE FILED	CASE NUMBER / DEBTOR	CLAIM #	CLAIM AMOUNT	NAME	DATE FILED	CASE NUMBER / DEBTOR	CLAIM #	CLAIM AMOUNT
1	SALESFORCE, INC. ATTN LAWRENCE SCHWAB/GAYF HF-CK 830 MENLO AVE SUITE 201 MENLO PARK, CA 94025	01/26/24	23-10726 Progrexion ASG, Inc.	655	\$14,633,789.85	SALESFORCE, INC. C/O BIALSON, BERGEN AND SCHWAB 830 MENLO AVE SUITE 201 MENLO PARK, CA 94025	03/21/24	23-10726 Progrexion ASG, Inc.	682	\$14,364,949.32

Reason: Claim #682 amends and supersedes claim #655.

SCHEDULE 2

Equity Interests

PGX Holdings, Inc. Case No. 23-10718
 Tenth Omnibus Objection (Non-Substantive)
 Schedule 2 - Equity Interest Claims

NAME	DATE FILED	CASE #	DEBTOR	CLAIM #	CLAIM AMOUNT
1 GARLICK, BRETT ADDRESS REDACTED	08/15/2023	23-10718	PGX Holdings, Inc.	129	\$630,320.00
2 KIMBERLY LEWIS ADDRESS REDACTED	08/21/2023	23-10718	PGX Holdings, Inc.	203	\$59,36
3 UNDERDOWN, THOMAS ADDRESS REDACTED	08/18/2023	23-10718	PGX Holdings, Inc.	181	\$3,009.81
				TOTAL	\$633,389.17

Exhibit B

Niemerg Declaration

**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)
)	

**DECLARATION OF RICHARD NIEMERG IN SUPPORT OF THE
PLAN ADMINISTRATOR’S TENTH OMNIBUS OBJECTION
(NON-SUBSTANTIVE) TO AMENDED CLAIMS AND EQUITY INTERESTS**

I, Richard Niemerg, hereby declare under penalty of perjury:

1. I submit this declaration (the “Declaration”) in support of the *Plan Administrator’s Tenth Omnibus Objection (Non-Substantive) to Amended Claims and Equity Interests* (the “Objection”) filed by the Plan Administrator (the “Plan Administrator”) of the above-captioned debtors (the “Debtors”).

2. I am a Managing Director at Alvarez & Marsal North America, LLC (“A&M”), which was employed by the Debtors pursuant to the *Order Authorizing Debtors to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisor to the Debtors and Debtors in Possession, Effective as of the Petition Date, Pursuant to Sections 327(a) and 328* [Docket No. 214] (the “Retention Order”). A&M has been subsequently retained by the Plan Administrator.

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.

3. I am familiar with the Debtors' day-to-day operations, businesses, financial affairs, and books and records. I make this declaration on the basis of the review by myself and those under my direction of the Debtors' respective books and records (the "Books and Records"), the register of claims (the "Claims Register") prepared and provided by the Debtors' notice and claims agent, Kurtzman Carson Consulting LLC ("KCC"), and the Proofs of Claim filed in these chapter 11 cases.

4. All matters set forth in this Declaration are based on: (a) my personal knowledge; (b) my review of relevant documents; (c) my view, based on my experience and knowledge of the Debtors' operations, and the Books and Records; (d) information supplied to me by others at my request; and (e) as to matters involving United States bankruptcy law or rules or other applicable laws, my reliance on the advice of counsel or other advisors to the Debtors and the Plan Administrator. If called upon to testify, I could and would testify competently to the facts set forth herein.

5. On June 4, 2023 (the "Petition Date"), the Debtors filed with the Court voluntary petitions for relief under the Bankruptcy Code. During the pendency of their chapter 11 cases, the Debtors operated their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. On July 19, 2023, the Court entered an *Order (A) Establishing Bar Dates for Filing Proofs of Claim, Including Claims Under 11 U.S.C. § 503(B)(9) and Administrative Expense Requests; (B) Approving the Form and Manner for Filing Proofs of Claim and Administrative Expense Requests; (C) Approving Notice Thereof; and (D) Granting Related Relief* [Docket No. 194] (the "Bar Date Order"), establishing, among

other things, September 7, 2023 as the deadline for all non-governmental entities to file Proofs of Claim.

7. On December 26, 2023, the Court entered the *Findings of Fact, Conclusions of Law, and Order Approving the Debtors' Disclosure Statement for, and Confirming the Second Amended Joint Chapter 11 Plan of PGX Holdings, Inc., and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 681] (the "Confirmation Order") that confirmed the *Second Amended Joint Chapter 11 Plan of PGX Holdings, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 570] (the "Plan"). On December 26, 2023, the Effective Date of the Plan occurred. The Plan designated Mark A. Roberts of A&M as the Plan Administrator. Under the Plan, the Plan Administrator is authorized to administer claims on the Debtors' behalf.

8. During the Claims reconciliation process, I have conducted, and continue to conduct, a review of the Claims filed in these chapter 11 cases. In this regard I, or another person at my direction, participated in the review of both the Claims Register and the Books and Records with respect to identifying Claims that should be disallowed and expunged (the "Disputed Claims") as described in the Objection. I have read the Objection, the proposed order (the "Proposed Order") and **Schedule 1** and **Schedule 2** attached to the Proposed Order, and I am familiar with the information contained therein.

9. Amended Claims. Upon the review of the Proofs of Claim filed in these cases, I have identified the Amended Claims listed on **Schedule 1** to the proposed order. To the best of my knowledge, information, and belief, and insofar as I have ascertained after reasonable inquiry and investigation and my investigation of the Books and

Records, the Proofs of Claim, and all documentation submitted with the Proofs of Claim, each of the Proofs of Claim listed as an Amended Claim to be Disallowed on **Schedule 1** represents a Claim that has been amended and/or superseded by a subsequently filed Proof of Claim. To clarify the Claims Register in these cases and to simplify the allowance/disallowance process, the Debtors seek to disallow and expunge the Amended Claims listed in the column “Amended Claim to be Disallowed on **Schedule 1** to the Proposed Order.

10. **Equity Interests.** Upon the review of the Proofs of Claim filed in these cases, I have identified the Equity Interests listed on **Schedule 2** to the proposed order. To the best of my knowledge, information, and belief, and insofar as I have to ascertained after reasonable inquiry and investigation and my investigation of the Books and Records, the Proofs of Claim, and all documentation submitted with the Proofs of Claim, each of the Proofs of Claim listed on **Schedule 2** represents a Claim which has been asserted solely on the basis of equity ownership in one or more of the Debtors. The failure to disallow the Equity Interests would improperly elevate the recoveries on the Equity Interests to the same status as those of the holders of valid Claims.

Conclusion

11. Based upon my review of the Claims Register and the Books and Records, I believe that granting the relief requested in the Objection is in the best interest of the Debtors’ estates and their creditors.

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

Executed this 2nd day of July 2024.

/s/ Richard Niemerg

Richard Niemerg
Managing Director, Alvarez & Marsal North
America, LLC,