

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

<p>In re:</p> <p>AN GLOBAL LLC. <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 23-11294 (JKS)</p> <p>(Jointly Administered)</p> <p>Related Docket No: 419</p>
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**LINKEDIN’S LIMITED OBJECTION TO DEBTORS’ NOTICE
OF POSSIBLE ASSUMPTION AND ASSIGNMENT WITH RESPECT
TO EXECUTORY CONTRACTS AND UNEXPIRED LEASES OF THE DEBTORS**

LinkedIn Corporation, by and through its undersigned counsel, respectfully submits the following Limited Objection to Debtors’ *Notice of Possible Assumption and Assignment with Respect to Executory Contracts and Unexpired Leases of the Debtors* (Docket No. 419) (the “Notice”), and states as follows:

1. LinkedIn and Debtor AgileThought, LLC are currently parties to Product Order FLD8272290684 (the “Licensing Agreement”). The Licensing Agreement is the contract through which AgileThought, LLC obtains licenses to use LinkedIn’s software and products. The Licensing Agreement is an executory contract for the non-exclusive license of intellectual property and

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 Holding Corp. (9629); 4th Source Mexico, LLC (7552); 4th Source, LLC (7626); AgileThought Brasil-Consultoria Em Tecnologia LTDA (01-42); AgileThought Brasil Servicios de Consultoria Em Software (01-20); AgileThought Costa Rica S.A. (6822); AgileThought Digital Solutions, S.A.P.I. de C.V. (3KR0); AgileThought México S.A. de C.V. (7E46); AgileThought, LLC (7076); AgileThought Servicios Administrativos, S.A. de C.V. (4AG1); AgileThought Servicios México S.A. de C.V. (8MY5); AgileThought, S.A.P.I. de C.V. (No Tax ID); AGS Alpama Global Services USA, LLC (0487); AN Data Intelligence, S.A. de C.V. (8I73); AN Extend, S.A. de C.V. (1D80); AN Evolution, S. de R.L. de C.V. (7973); AN USA (5502); 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); Entrepids Technology Inc. (No Tax ID); 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); QMX Investment Holdings USA, Inc. (9707); AgileThought Argentina, S.A. (No Tax ID); AGS Alpama Global Services México, S.A. de C.V. (No Tax ID); 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.



payment of royalties of the type described by Section 365(n), and all payments due under the Licensing Agreement constitute royalties. *In re Prize Frize*, 32 F.3d 426 (9th Cir. 1994).

2. Product Order FLD8272290684 began on June 2, 2023, will reach the end of its three-year term on June 1, 2026, and is payable in quarterly installments.

3. The Debtors propose to assume and assign certain executory contracts with LinkedIn, and the Notice lists the following LinkedIn contract and cure amount:

#	Counterparty Name	Debtor Party	Description	Cure Amount
102	LinkedIn Corporation	Agile Thought, LLC	Payment Plan Agreement	\$130,297

(Docket No. 419, at page 11 of 16).

4. LinkedIn believes the Debtors intend to assume and assign the Licensing Agreement. However, the proposed cure amount is incorrect because it omits one unpaid invoice due as of November 3, 2023, after the Court entered its *Order Fixing Cure Amounts for Certain Contracts and Granting Related Relief* (Docket No. 243). All outstanding prepetition and post-petition invoices must be paid by the Debtor prior to assumption of the Licensing Agreements pursuant to § 365(b)(1).

5. As of the date of this Limited Objection, the cure amount for the Licensing Agreement is **\$268,082.37**, as set forth below:

Exhibit	Contract	Invoice	Date	Description	Amount Due
A	FLD8272290684	10111963964	8/2/2023	Quarterly Payment	\$130,297.02
B	FLD8272290684	10112063787	11/3/2023	Quarterly Payment	\$137,785.35
					\$268,082.37

6. As further described in **Exhibit C**, continued usage of LinkedIn's products and services provided under the Licensing Agreement may increase the cure amount based on the actual date of assumption and cure.

7. LinkedIn reserves the right to withdraw this Limited Objection or revise the stated cure amount pending further investigation.

WHEREFORE, LinkedIn objects and states the cure amount for the Licensing Agreement is at least **\$268,082.37**.

Dated: November 13, 2023

FOX ROTHSCHILD LLP

/s/ Stephanie Slater Ward

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-and-

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Attorneys for LinkedIn Corporation

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on November 13, 2023, a true and correct copy of the foregoing LINKEDIN'S LIMITED OBJECTION TO DEBTORS' NOTICE OF POSSIBLE ASSUMPTION AND ASSIGNMENT WITH RESPECT TO EXECUTORY CONTRACTS AND UNEXPIRED LEASES OF THE DEBTORS was served via the Electronic Case Filing System for the United States Bankruptcy Court for the District of Delaware to all parties registered to receive such notice.

Also, the parties below were served via email:

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The United States Trustee

Office of the United States Trustee for the District of Delaware
844 King Street, Suite 2207, Lockbox 35
Wilmington, DE, 19801
Attn: Benjamin Hackman
benjamin.a.hackman@usdoj.gov

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Attn: Mark L. Desgrosseilliers
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ecorma@pszjlaw.com

/s/ Stephanie Slater Ward

Stephanie Slater Ward (DE Bar No. 6922)

EXHIBIT A



LinkedIn Corporation
FE N [REDACTED]

Invoice

Invoice Number : 10111963964 **Balance Due : USD 130,297.02**
Due Date 02 AUG 2023

Bill To	Ship To	Invoice Date	: 03-JUN-2023
AgileThought LLC	AG LETHOUGHT NC	Payment Terms	NET 60
2502 N Rocky Point Dr Ste 960	2502 N Rocky Point Dr Ste 960	PO Number or /O Number	4600000145
Tampa FL 33607 4928	Tampa FL 33607 4928	Advertiser Campaign	
United States	United States	Contract Contact	Pombo Mariano
Attn Accounts Payable	Customer Number 472835	Currency	USD
Customer Number 230371		Payment Method	invoice

Invoice Details

Order Number FLD8272290684 Billing Frequency Quarterly Next Invoice Date N/A Contract Billed Amount 137 785 35

Line	Description	Qty	Billed Amount	Tax Amount
1	Career Pages Large Enterprise Advanced 1 of 4 Billing Period From 06/02/2023 To 09/01/2023	1	7 250 00	0 00 0.00%
2	Job Slots 1 of 4 Billing Period From 06/02/2023 To 09/01/2023	16160	30 745 00	0 00 0.00%
3	Job Wrapping 1 of 12 Billing Period From 06/02/2023 To 09/01/2023	1	0 00	0 00 0.00%
4	Recruiter Corporate 1 of 4 Billing Period From 06/02/2023 To 09/01/2023	550	96 490 35	0 00 0.00%
5	Recruitment Ads 1 of 12 Billing Period From 06/02/2023 To 09/01/2023	1	3 300 00	0 00 0.00%

Special Instructions :

Total	137 785 35
FL CST	0 00
Amount Paid	7 488 33
Balance Due	130,297.02

Questions? Please contact us at <http://lnkd.in/billinghelp> View all invoices at <https://admincenter.linkedin.com>

Payment Instructions Please reference invoice number(s) with your payment.

<p>Pay via wire transfer/ACH Bank of America 2000 Clayton Rd Concord CA 94520</p> <p>[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]</p>	<p>Pay By Check LinkedIn Corporation 62228 Collections Center Drive Chicago IL 60693 0622 United States</p>	<p>For ACH Payments include the remittance advice identifier segment RMR* V your invoice number and payment amount For example RMR* V*3951653**179529 68*</p> <p>For Wire payments include the reference tag * NV?* and invoice numbers For example NV?3951653</p> <p>In all other cases send remittance advice to ar_receipts@linkedin.com</p>
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Bill To
 AgileThought LLC
 2502 N Rocky Point Dr Ste 960
 Tampa FL 33607 4928
 United States
 Attn: Accounts Payable
 Customer Number 230371

Ship To
 AG LETHOUGHT NC
 2502 N Rocky Point Dr Ste 960
 Tampa FL 33607 4928
 United States
 Customer Number 472835

Dear Customer

Please note that below is the summary of the complete list of billing schedules for this order. For any questions, please contact <http://lnkd.in/billinghelp>. Thank you for your business.

Billing Schedule Summary - Order Number FLD8272290684

Bill From	Bill To	nvoice Date	Due Date	Transaction Number	Currency	Billing Schedule Amount	nvoice Amount	Tax Amount	Total Amount (ncl Tax)	Balance Due
02 JUN 2023	01 SEP 2023	03 JUN 2023	02 AUG 2023	10111963964	USD	137 785 35	137 785 35	0 00	137 785 35	130 297 02
02 SEP 2023	01 DEC 2023	04 SEP 2023	03 NOV 2023	10112063787	USD	137 785 35	137 785 35	0 00	137 785 35	137 785 35
02 DEC 2023	01 MAR 2024	02 DEC 2023			USD	137 785 35				
02 MAR 2024	01 JUN 2024	02 MAR 2024			USD	137 785 35				
02 JUN 2024	01 SEP 2024	02 JUN 2024			USD	144 509 86				
02 SEP 2024	01 DEC 2024	02 SEP 2024			USD	144 509 86				
02 DEC 2024	01 MAR 2025	02 DEC 2024			USD	144 509 86				
02 MAR 2025	01 JUN 2025	02 MAR 2025			USD	144 509 86				
02 JUN 2025	01 SEP 2025	02 JUN 2025			USD	151 570 47				
02 SEP 2025	01 DEC 2025	02 SEP 2025			USD	151 570 47				
02 DEC 2025	01 MAR 2026	02 DEC 2025			USD	151 570 47				
02 MAR 2026	01 JUN 2026	02 MAR 2026			USD	151 570 47				

Contract Amount (Excl Tax)	1 735 462 72
Billed Amount (Excl Tax)	275 570 70

EXHIBIT B



LinkedIn Corporation
FE N [REDACTED]

Invoice

Invoice Number : 10112063787 **Balance Due : USD 137,785.35**
Due Date 03 NOV 2023

Bill To	Ship To	Invoice Date	: 04-SEP-2023
AgileThought LLC	AG LETHOUGHT NC	Payment Terms	NET 60
2502 N Rocky Point Dr Ste 960	2502 N Rocky Point Dr Ste 960	PO Number or /O Number	4600000145
Tampa FL 33607 4928	Tampa FL 33607 4928	Advertiser Campaign	
United States	United States	Contract Contact	Pombo Mariano
Attn Accounts Payable	Customer Number 472835	Currency	USD
Customer Number 230371		Payment Method	invoice

Invoice Details

Order Number FLD8272290684 Billing Frequency Quarterly Next Invoice Date 02 DEC 2023 Contract Billed Amount 275 570 70

Line	Description	Qty	Billed Amount	Tax Amount
1	Career Pages Large Enterprise Advanced 2 of 4 Billing Period From 09/02/2023 To 12/01/2023	1	7 250 00	0 00 0.00%
2	Job Slots 2 of 4 Billing Period From 09/02/2023 To 12/01/2023	16160	30 745 00	0 00 0.00%
3	Job Wrapping 2 of 12 Billing Period From 09/02/2023 To 12/01/2023	1	0 00	0 00 0.00%
4	Recruiter Corporate 2 of 4 Billing Period From 09/02/2023 To 12/01/2023	550	96 490 35	0 00 0.00%
5	Recruitment Ads 2 of 12 Billing Period From 09/02/2023 To 12/01/2023	1	3 300 00	0 00 0.00%

Special Instructions :

Total	137 785 35
FL CST	0 00
Amount Paid	0 00
Balance Due	137,785.35

Questions? Please contact us at <http://lnkd.in/billinghelp> View all invoices at <https://admincenter.linkedin.com>

Payment Instructions Please reference invoice number(s) with your payment.

<p>Pay via wire transfer/ACH Bank of America 2000 Clayton Rd Concord CA 94520</p> <p>[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]</p>	<p>Pay By Check LinkedIn Corporation 62228 Collections Center Drive Chicago IL 60693 0622 United States</p>	<p>For ACH Payments include the remittance advice identifier segment RMR* V your invoice number and payment amount For example RMR* V*3951653**179529 68*</p> <p>For Wire payments include the reference tag * NV?* and invoice numbers For example NV?3951653</p> <p>In all other cases send remittance advice to ar_receipts@linkedin.com</p>
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LinkedIn Corporation
 FE N [REDACTED]

Bill To

AgileThought LLC
 2502 N Rocky Point Dr Ste 960
 Tampa FL 33607 4928
 United States
 Attn: Accounts Payable
 Customer Number 230371

Ship To

AG LETHOUGHT NC
 2502 N Rocky Point Dr Ste 960
 Tampa FL 33607 4928
 United States
 Customer Number 472835

Dear Customer

Please note that below is the summary of the complete list of billing schedules for this order. For any questions, please contact <http://lnkd.in/billinghelp>. Thank you for your business.

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Bill From	Bill To	Invoice Date	Due Date	Transaction Number	Currency	Billing Schedule Amount	Invoice Amount	Tax Amount	Total Amount (incl Tax)	Balance Due
02 JUN 2023	01 SEP 2023	03 JUN 2023	02 AUG 2023	10111963964	USD	137 785 35	137 785 35	0 00	137 785 35	137 785 35
02 SEP 2023	01 DEC 2023	04 SEP 2023	03 NOV 2023	10112063787	USD	137 785 35	137 785 35	0 00	137 785 35	137 785 35
02 DEC 2023	01 MAR 2024	02 DEC 2023			USD	137 785 35				
02 MAR 2024	01 JUN 2024	02 MAR 2024			USD	137 785 35				
02 JUN 2024	01 SEP 2024	02 JUN 2024			USD	144 509 86				
02 SEP 2024	01 DEC 2024	02 SEP 2024			USD	144 509 86				
02 DEC 2024	01 MAR 2025	02 DEC 2024			USD	144 509 86				
02 MAR 2025	01 JUN 2025	02 MAR 2025			USD	144 509 86				
02 JUN 2025	01 SEP 2025	02 JUN 2025			USD	151 570 47				
02 SEP 2025	01 DEC 2025	02 SEP 2025			USD	151 570 47				
02 DEC 2025	01 MAR 2026	02 DEC 2025			USD	151 570 47				
02 MAR 2026	01 JUN 2026	02 MAR 2026			USD	151 570 47				

Contract Amount (Excl Tax)	1 735 462 72
Billed Amount (Excl Tax)	275 570 70

EXHIBIT C

Billing Schedule Summary - Order Number FLD8272290684

Bill From	Bill To	Invoice Date	Due Date	Transaction Number	Currency	Billing Schedule Amount	Invoice Amount	Tax Amount	Total Amount (Incl. Tax)	Balance Due
2-Jun-23	1-Sep-23	3-Jun-23	2-Aug-23	10111963964	USD	137,785.35	137,785.35	0	137,785.35	130,297.02
2-Sep-23	1-Dec-23	4-Sep-23	3-Nov-23	10112063787	USD	137,785.35	137,785.35	0	137,785.35	137,785.35
2-Dec-23	1-Mar-24	2-Dec-23			USD	137,785.35				
2-Mar-24	1-Jun-24	2-Mar-24			USD	137,785.35				
2-Jun-24	1-Sep-24	2-Jun-24			USD	144,509.86				
2-Sep-24	1-Dec-24	2-Sep-24			USD	144,509.86				
2-Dec-24	1-Mar-25	2-Dec-24			USD	144,509.86				
2-Mar-25	1-Jun-25	2-Mar-25			USD	144,509.86				
2-Jun-25	1-Sep-25	2-Jun-25			USD	151,570.47				
2-Sep-25	1-Dec-25	2-Sep-25			USD	151,570.47				
2-Dec-25	1-Mar-26	2-Dec-25			USD	151,570.47				
2-Mar-26	1-Jun-26	2-Mar-26			USD	151,570.47				
Contract Amount (Excl. Tax)						1,735,462.72				
Billed Amount (Excl. Tax)							275,570.70			
Future Billing						1,459,892.02				