

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
NEWNAN DIVISION

In re:

AFH AIR PROS, LLC, *et al.*,¹
Debtors.

Chapter 11

Case No. 25-10356 (PMB)

(Jointly Administered)

AMENDMENT TO:

MOTION OF THE DEBTORS FOR ENTRY OF ORDERS (I)(A) ESTABLISHING BIDDING PROCEDURES RELATING TO THE SALE OF THE DEBTORS' ASSETS, (B) APPROVING THE DEBTORS' ENTRY INTO THE STALKING HORSE PURCHASE AGREEMENTS AND RELATED BID PROTECTIONS, (C) ESTABLISHING PROCEDURES RELATING TO THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, (D) APPROVING FORM AND MANNER OF NOTICES RELATING THERETO, (E) SCHEDULING A HEARING TO CONSIDER THE PROPOSED SALE, AND (F) GRANTING RELATED RELIEF; AND (II)(A) APPROVING THE SALE OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND INTERESTS, (B) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES, AND (C) GRANTING RELATED RELIEF

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), submit this amendment to the *Motion of the Debtors for Entry of Orders (I)(A) Establishing Bidding Procedures Relating to the Sale of the Debtors' Assets, (B) Approving the Debtors' Entry into the Stalking Horse Purchase Agreements and Related Bid Protections, (C) Establishing Procedures Relating to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving Form and Manner of Notices Relating Thereto, (E) Scheduling*

¹ Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at <https://www.veritaglobal.net/airpros>. The mailing address for the debtor entities for purposes of these chapter 11 cases is: 150 S. Pine Island Road, Suite 200, Plantation, Florida 33324.



a Hearing to Consider the Proposed Sale, and (F) Granting Related Relief; and (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [D.I. 34] (the "Motion"),² and respectfully state as follows:

1. On March 18, 2025, the Debtors the filed the Motion seeking entry of the Bidding Procedures Order, substantially in the form attached to the Motion as **Exhibit A**: (a) approving the Bidding Procedures, by which the Debtors will solicit and select the highest or otherwise best offer for the Sale of the Assets, (b) approving the Debtors' selection of the Stalking Horse Bidders pursuant to the Stalking Horse Purchase Agreements and the Bid Protections, (c) establishing the Assumption and Assignment Procedures, (d) approving the form and manner of notice of all procedures, protections, schedules, and agreements related to the Sale, (e) scheduling the Sale Hearing to approve the Sale, and (f) granting related relief.

2. In Paragraph 19 of the Motion, the Debtors included a summary chart of the Break-Up Fee and Expense Reimbursement for each Stalking Horse Bidder that the Debtors seek to approve via entry of the Bidding Procedures Order. With respect to East Coast Mechanical Home Services LLC (i.e., the ECM Stalking Horse Bidder), the summary chart incorrectly reflected an Expense Reimbursement of \$380,000 instead of \$480,000 as provided for in the ECM Stalking Horse Purchase Agreement § 8.3(a). Accordingly, the summary chart of Paragraph 19 of the Motion is amended as follows:

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Stalking Horse Bidder (Business Unit(s))	Break-Up Fee	Expense Reimbursement³
Buddy's Heating & Cooling, Southern Air of Thibodaux, LLC, and Hansen Super Techs, LLC (Doug's, Dream Team, and Hansen)	\$780,000	\$250,000
East Coast Mechanical Home Services LLC (ECM)	\$1,140,000	\$480,000
Columbia Home Services LLC (Dallas Plumbing)	\$675,000	\$225,000
Reliance US Holdings II Inc. (CM Heating and Air Force)	\$1,677,000	\$559,000
Any Hour LLC (One Source)	\$345,000	\$115,000
Air Today Holdings L.L.C. (Air Pros Legacy)	\$60,000	\$20,000

3. Relatedly, Paragraph 70 of the Motion is amended to reflect that the expense reimbursement for each of the Stalking Horse Bidders does not exceed one percent (1%) of the cash purchase price, except with respect to the ECM Stalking Horse Bidder which is approximately one-and-a-quarter percent (1.25%) of the cash purchase price.

Dated: March 21, 2025
Atlanta, Georgia

Respectfully submitted,

GREENBERG TRAURIG, LLP

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³ The Expense Reimbursement is a cap of a Stalking Horse Bidder's actual, direct, and documented out-of-pocket expenses incurred in connection with the Stalking Horse Purchase Agreement.