

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)

**NOTICE OF PROPOSED SALE, BIDDING PROCEDURES,
AUCTION, AND SALE HEARING**

PLEASE TAKE NOTICE THAT:

1. On March 16, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia (the “Court”).

2. On March 18, 2025, the Debtors filed 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 a Hearing to Consider the Proposed Sale, and (F) Granting Related Relief* (the “Bid Procedures Motion”); 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, as amended, D.I. 55] (the “Sale Motion”, and together with the Bid Procedures Motion, the “Motion”)² with the Court.

3. At a hearing on April 14, 2025, the Court approved the Bid Procedures Motion [D.I. 193] (the “Bidding Procedures Order”).

¹ The last four digits of AFH Air Pros, LLC’s tax identification number are 1228. 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.

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



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4. The Debtors are seeking competitive bids in connection with a sale (the “Sale”) of any portion, or all, of the assets of the Debtors (the “Assets”).

5. As set forth in the Motion and the Bidding Procedures (which are annexed to the Bidding Procedures Order), the Debtors have entered into six (6) Stalking Horse Purchase Agreements for the sale of certain or all of the Assets, each of which is subject to higher or otherwise better offers.

6. Approval of the Sale of the Assets to the Stalking Horse Bidders or other Successful Bidder may result in, among other things, the assumption, assignment, and/or transfer by the Debtors of certain executory contracts and unexpired leases. If you are counterparty to an executory contract or unexpired lease with the Debtors, you will receive a separate notice regarding the Assumption and Assignment Procedures that contains additional relevant dates and other information that may impact you as counterparty to such executory contract or unexpired lease.

CONTACT PERSONS FOR PARTIES INTERESTED IN SUBMITTING A BID

7. The Bidding Procedures set forth the requirements for submitting a Qualified Bid, and any person interested in making an offer to purchase the Assets **must** comply strictly with the Bidding Procedures. **Only Qualified Bids will be considered by the Debtors.** Any interested persons should contact:

Proposed Investment Banker to Debtors (via electronic mail)	Proposed Counsel to Debtors (via electronic mail)
Jefferies, LLC 520 Madison Ave New York, NY 10022 Attn: Bryan Hliboki (bhliboki@jefferies.com), copying Project_Sunshine.DD@jefferies.com	Greenberg Traurig, LLP Terminus 200 3333 Piedmont Road, NE, Suite 2500 Atlanta, Georgia 30305 Telephone: (678) 553-2100 Attn: David B. Kurzweil (KurzweilD@gtlaw.com) Matthew A. Petrie (PetrieM@gtlaw.com) and Greenberg Traurig, LLP One Vanderbilt Avenue New York, New York 10017 Telephone: (212) 801-6826 Attn: Leo Muchnik (MuchnikL@gtlaw.com)

OBTAINING ADDITIONAL INFORMATION

8. Copies of the Motion, the Bidding Procedures Order, the Bidding Procedures, and other case documents can be obtained free of charge (i) on the case website maintained by the Debtors’ claims and noticing agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global, at

<https://www.veritaglobal.net/airpros>, or (ii) upon written request to counsel to the Debtors undersigned below.

IMPORTANT DATES AND DEADLINES

9. The dates and deadlines set forth below have been approved by the Bidding Procedures Order:

- a) The deadline for Qualified Bidders to submit a binding Qualified Bid is May 5, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Bid Deadline”).
- b) The deadline to object to the Sale and entry of an order (or orders) by the Court approving the Sale (a “Sale Objection”), including objections to Cure Costs and to the adequate assurance of future performance by any Stalking Horse Bidder, is May 5, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Sale Objection Deadline”).
- c) In the event that the Debtors receive two or more Qualified Bids by the Bid Deadline for the same Assets (in whole or in part), the Debtors intend to conduct an Auction to determine the highest or otherwise best bid with respect to the Assets. The Auction shall commence at 10:00 a.m. (prevailing Eastern Time) on May 9, 2025, at the offices of Greenberg Traurig, LLP, Terminus 200, 3333 Piedmont Road, NE, Suite 2500, Atlanta, Georgia 30305, or such other place as determined by the Debtors, and continue thereafter until completed. Any creditor that submits a written request to attend the Auction to counsel for the Debtors no later than one (1) business day prior to the Auction shall be entitled to attend the Auction; a request must include the creditor’s email address.
- d) In the event an Auction is conducted for the Assets, following the conclusion of the Auction and not later than May 10, 2025, subject to the filing of a notice by the Debtors indicating that the Auction has not concluded by such time, the Debtors will file a notice with the Court that provides the identities of the Successful Bidder and the Backup Bidder, as well as the Successful Bid and the Backup Bid. In addition to serving such notice on the United States Trustee, the Debtors will serve such notice by fax, electronic mail, or overnight delivery (with overnight delivery to be used solely in the event neither fax nor electronic mail information is available) on (i) the non-Debtor parties to the Assumed Contracts that have been identified in such Successful Bid and Backup Bid and (ii) those creditors who provide a written request for such notice along with their fax numbers, email addresses, or mailing addresses to counsel for the Debtors.
- e) The deadline by which all objections to (i) the manner of and conduct at the Auction (if applicable), and/or (ii) the identity/adequate assurance information of the Successful Bidder (other than the Stalking Horse Bidders) (an “Auction Objection”) is May 13, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Post-Auction Objection Deadline”).

- f) The Sale Hearing shall be conducted by the Court on **May 19, 2025 at 1:00 p.m. (prevailing Eastern Time)**, or on such other date as the Court may direct, at the **United States Bankruptcy Court for the Northern District of Georgia, Richard B. Russell Federal Building and United States Courthouse 75 Ted Turner Drive, SW Atlanta, Georgia 30303.**³

OBJECTIONS

10. All Sale Objections and Auction Objections must (a) be in writing, (b) state, with specificity, the legal and factual bases thereof, (c) comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of this Court, and (d) be filed with the Court and served so as to be **actually received** no later than the Sale Objection Deadline and Post-Auction Objection Deadline (as applicable) by:

a. proposed counsel for the Debtors, Greenberg Traurig, LLP, Terminus 200, 3333 Piedmont Road, NE, Suite 2500, Atlanta, Georgia 30305, Attn: David B. Kurzweil, Esq. (KurzweilD@gtlaw.com) and Matthew A. Petrie (PetrieM@gtlaw.com), and Greenberg Traurig, LLP, One Vanderbilt Avenue, New York, New York 10017, Attn: Leo Muchnik (MuchnikL@gtlaw.com);

b. the Office of the U.S. Trustee, 362 Richard B. Russell Building, 75 Ted Turner Drive, S.W. Room 362, Atlanta, Georgia 30303, Attn: Jonathan S. Adams, Esq. (Jonathan.S.Adams@usdoj.gov);

c. counsel for the Debtors' prepetition and postpetition agent and lenders, Latham & Watkins LLP, 330 N. Wabash Avenue, Suite 2800, Chicago, Illinois 60611, Attn: James Ktsanes (james.ktsanes@lw.com), Ebba Gebisa (ebba.gebisa@lw.com), and Whit Morley (whit.morley@lw.com), and Latham & Watkins LLP, 1271 Avenue of the Americas, New York, New York 10020, Attn: Nikhil Gulati (nikhil.gulati@lw.com);

d. proposed counsel to the Official Committee of Unsecured Creditors appointed in these Chapter 11 Cases, Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, New York, New York 10017, Attn: Bradford J. Sandler, Esq. (Bsandler@pszjlaw.com), Paul J. Labov, Esq. (Plabov@pszjlaw.com), and Cia Mackle, Esq. (Cmackle@pszjlaw.com);

³ Parties may attend the Sale Hearing in **Courtroom 1202 in the Richard B. Russell Federal Building and United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, GA 30303** or virtually via **Judge Baisier's Virtual Hearing Room**. The link for the Virtual Hearing Room can be found on Judge Baisier's webpage at <https://www.ganb.uscourts.gov/content/honorable-paul-m-baisier> and is best used on a desktop or laptop computer but may be used on a phone or tablet. Participants' devices must have a camera and audio. You may also join the Virtual Hearing Room through the "Dial-In and Virtual Bankruptcy Hearing Information" link at the top of the homepage of the Court's website, www.ganb.uscourts.gov. Please review "Instructions for Appearing by Telephone and Video Conference" located under the "Hearing Information" tab on the judge's webpage prior to the hearing. You should be prepared to appear at the hearing via video, but you may leave your camera in the off position unless you are speaking or until the Court instructs otherwise. Unrepresented persons who do not have video capability may use the telephone dial-in information on the judge's webpage.

e. counsel to the Doug's/Dream Team/Hansen Stalking Horse Bidder, Buchanan Ingersoll & Rooney PC, 401 E Jackson St., Suite 2400, Tampa, Florida 33602, Attn: David T. Cellitti (David.Cellitti@bipc.com);

f. counsel to the ECM Stalking Horse Bidder, King & Spalding LLP, 1180 Peachtree Street NE, Suite 1600, Atlanta, Georgia 30309, Attn: Jeffrey R. Duston (jdutson@kslaw.com), William Jordan (wjordan@kslaw.com), Christopher K. Coleman (christopher.coleman@kslaw.com) and Kristen Landers (klanders@kslaw.com);

g. counsel to the Dallas Plumbing Stalking Horse Bidder, (i) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Jeffrey Pawlitz (jpawlitz@willkie.com) and Betsy L. Feldman (bfeldman@willkie.com) and (ii) Eversheds Sutherland (US) LLP, 999 Peachtree St., N.E., Suite 2300, Atlanta, Georgia 30309, Attn: David Wender (davidwender@eversheds-sutherland.com);

h. counsel to the CM/Air Force Stalking Horse Bidder, Akerman LLP, 98 Southeast Seventh Street, Suite 1100, Miami, Florida 33131, Attn: Martin G. Burkett (martin.burkett@akerman.com), John H. Thompson (john.thompson@akerman.com), Michael B. Fernandez (mike.fernandez@akerman.com), and Carlos M. de la Cruz III (carlos.delacruz@akerman.com);

i. counsel to the One Source Stalking Horse Bidder, Taft Stettinius & Hollister LLP, One Indiana Square, Suite 3500, Indianapolis, Indiana 46204-2023, Attn: Elijah J. Hammans (ehammans@taftlaw.com) and W. Timothy Miller (miller@taftlaw.com);

j. counsel to the Air Pros Legacy Stalking Horse Bidder, Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, Florida 33131, Attn: Jordi Guso (jguso@bergersingerman.com) and Michel Debolt (mdebolt@bergersingerman.com); and

k. all parties that have requested notice in these Chapter 11 Cases.

CONSEQUENCES OF FAILING TO TIMELY ASSERT AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY FILE AND SERVE AN OBJECTION ON OR BEFORE THE APPLICABLE OBJECTION DEADLINE IN ACCORDANCE WITH THE ENTERED BIDDING PROCEDURES ORDER MAY BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE TRANSFERRED ASSETS OF THE DEBTOR ESTATES FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS EFFECTED THEREUNDER.

NO SUCCESSOR LIABILITY

THE SALE WILL BE FREE AND CLEAR OF, AMONG OTHER THINGS, ANY CLAIM ARISING FROM ANY CONDUCT OF THE DEBTORS PRIOR TO THE CLOSING OF THE SALE, WHETHER KNOWN OR UNKNOWN, WHETHER DUE OR TO BECOME DUE, WHETHER ACCRUED, ABSOLUTE, CONTINGENT OR OTHERWISE, SO LONG AS SUCH CLAIM ARISES OUT OF OR RELATES TO EVENTS OCCURRING

PRIOR TO THE CLOSING OF THE SALE. ACCORDINGLY, AS A RESULT OF THE SALE, THE SUCCESSFUL BIDDER WILL NOT BE A SUCCESSOR TO ANY OF THE DEBTORS BY REASON OF ANY THEORY OF LAW OR EQUITY, AND THE SUCCESSFUL BIDDER WILL HAVE NO LIABILITY, EXCEPT AS EXPRESSLY PROVIDED IN THE SUCCESSFUL BIDDER'S ASSET PURCHASE AGREEMENT, FOR ANY LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS AGAINST OR IN ANY OF THE DEBTORS UNDER ANY THEORY OF LAW, INCLUDING SUCCESSOR LIABILITY THEORIES.

Dated: April 15, 2025

GREENBERG TRAURIG, LLP

/s/ David B. Kurzweil

David B. Kurzweil (Ga. Bar. No. 434092)

Matthew A. Petrie (Ga. Bar. No. 227556)

Terminus 200

3333 Piedmont Road, NE, Suite 2500

Atlanta, Georgia 30305

Telephone: (678) 553-2100

Email: kurzweild@gtlaw.com

petriem@gtlaw.com

*Proposed Counsel for the Debtors and
Debtors in Possession*