



IT IS ORDERED as set forth below:

Date: April 18, 2025

Paul Baisier

**Paul Baisier
U.S. Bankruptcy Court Judge**

**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)

Re: Docket No. 94

**ORDER AUTHORIZING THE RETENTION AND PAYMENT OF PROFESSIONALS
UTILIZED BY THE DEBTORS IN THE ORDINARY COURSE OF BUSINESS**

Upon the *Motion of the Debtors for Entry of an Order Authorizing the Retention and Payment of Professionals Utilized by the Debtors in the Ordinary Course of Business* filed March 27, 2025 [Docket No. 94] (the “Motion”);² the Court having reviewed the Motion; and the Court

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 used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.



having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue of these Chapter 11 Cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion and (i) the opportunity to object to relief requested in the Motion by April 17, 2025 at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”) and (ii) the hearing on the Motion scheduled for April 23, 2025 at 1:00 p.m. (prevailing Eastern Time) having been given under the particular circumstances pursuant to the *Third Amended and Restated General Order No. 24-2018*; and no objection to the Motion having been filed prior to the Objection Deadline; and based on the foregoing, no further notice or hearing is required and the Court finds that good cause exists to grant the relief requested in the Motion; and the Court having considered the Motion and all other matters of record, including the lack of objection thereto

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Pursuant to sections 105(a), 327, 330, and 363 of the Bankruptcy Code, and Bankruptcy Rule 2014(a), to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ Ordinary Course Professionals in the ordinary course of the Debtors’ business, effective as of the Petition Date.
3. Unless otherwise ordered by the Court, the Debtors are authorized to pay each Ordinary Course Professional, without further order of the court, 100% of the fees and disbursements actually incurred by the Ordinary Course Professional after the Petition Date; provided, however, that while these Chapter 11 Cases are pending, the fees of each Ordinary Course Professional set forth on Exhibit 1 hereto (the “OCP List”) that are payable by the Debtors, excluding costs and disbursements, may not exceed the cap applicable to such Ordinary Course Professional (the “OCP Cap”) set forth on the OCP List without further order of this Court.

4. Within 30 days after the later of (a) the entry of this Order and (b) the date on which the Ordinary Course Professional commences services for the Debtors, each lawyer, law firm, or other party that is an Ordinary Course Professional shall provide the Debtors' attorneys with a declaration (an "OCP Declaration"), substantially in the form annexed hereto as **Exhibit 2**, certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the Ordinary Course Professional is to be employed.

5. If an Ordinary Course Professional held a retainer as of the Petition Date, then the Ordinary Course Professional shall disclose the amount of the retainer in the OCP Declaration. The Ordinary Course Professional may apply its retainer against any prepetition claims. Any sums remaining shall then be applied against postpetition fees, subject to the OCP Cap.

6. The Debtors reserve the right to modify the OCP List as necessary to add or remove Ordinary Course Professionals from time to time, in their sole discretion. In the event an Ordinary Course Professional is added to the OCP List, the Debtors shall file an Additional OCP Notice and serve each Additional OCP Notice on the Interested Parties. Additionally, each additional Ordinary Course Professional listed in the Additional OCP Notice shall provide the Debtors' attorneys with an OCP Declaration within 14 days of the filing of the Additional OCP Notice.

7. Upon receipt of any such OCP Declaration, the Debtors' attorneys shall file it with the Court and serve it upon the Interested Parties. The Interested Parties shall have 14 days following such service to notify the Debtors, in writing, of any objection to the requested retention. If after 14 days no objection is filed, then the retention of such Ordinary Course Professional shall be deemed approved without the need of a hearing or further order.

8. No Ordinary Course Professional shall be paid any amounts for invoiced fees and/or expense reimbursement until its OCP Declaration, if required, has been filed with the Court and, if an objection is filed, the objection is resolved consensually or by order of the Court.

9. To the extent that an Ordinary Course Professional, other than an attorney, seeks compensation in excess of the applicable OCP Cap (the “Excess Fees”), the Ordinary Course Professional shall file with the Court and serve on (i) the Debtors, c/o Air Pros Solutions, LLC, 150 S. Pine Island Road, Suite 200, Plantation, Florida 33324, Attn: Andrew D.J. Hede (ahede@accordion.com); (ii) proposed counsel to 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); (iii) counsel for the DIP Lenders and the Prepetition Lenders, (a) 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), (b) Latham & Watkins LLP, 1271 Avenue of the Americas, New York, New York 10020, Attn: Nikhil Gulati (nikhil.gulati@lw.com), and (c) Scroggins, Williamson & Ray, P.C., 4401 Northside Parkway, Suite 230, Atlanta, GA 30327 Attn: J. Robert Williamson (rwilliamson@swlawfirm.com); (iv) proposed counsel for the Official Committee of Unsecured Creditors, (a) Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34th Floor, New York, NY 10017, Attn: Shirley Cho (scho@pszjlaw.com) and (b) Small Herrin, 100 Galleria Parkway, Suite 350, Atlanta, GA 30339, Attn: Gus Small (gsmall@smallherrin.com); and (v) the Office of the United States Trustee for Region 21, 362 Richard Russell Building & U.S. Courthouse, 75 Ted Turner Drive, S.W., Atlanta, GA 30303 (Attn: Jonathan S. Adams) (collectively, the “Interested Parties”), which service may be via hand delivery, overnight courier, e-mail, or first class mail, a Notice of Fees in Excess of

the applicable OCP Cap (the “Notice of Excess Fees”) and an invoice setting forth, in reasonable detail, the nature of the services rendered and disbursements actually incurred. Interested Parties shall then have 14 days to object to the Notice of Excess Fees. If after 14 days no objection is filed, the Excess Fees shall be deemed approved, and the Ordinary Course Professional may be paid 100% of its fees and 100% of its expenses without the need to file a fee application.

10. Any Excess Fees sought by an Ordinary Course Professional that is an attorney will be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code and any applicable orders authorizing the payment of professionals retained in these Chapter 11 Cases.

11. Beginning 30 days after the end of the first full calendar quarter following the Petition Date, and 30 days after the end of each quarter thereafter (each, a “Quarter”) in which these Chapter 11 Cases are pending, the Debtors shall file with the Court, and serve on the Interested Parties, a statement with respect to the immediately preceding Quarter, which shall include the following information with respect to each Ordinary Course Professional: (i) the name of the Ordinary Course Professional, (ii) the amount of fees paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during each month of the reported Quarter, and (iii) a general description of the services rendered by each Ordinary Course Professional during the reported Quarter.

12. The Debtors shall include amounts paid to Ordinary Course Professionals in the monthly operating reports that the Debtors are required to submit to the Court.

13. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

14. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and/or interpretation of this Order.

15. Proposed counsel for the Debtors, through Kurtzman Carson Consultants, LLC d/b/a Verita Global (“Verita”), shall, within three days of the entry of this Order, cause a copy of this Order to be served by electronic mail or first-class mail, as applicable, on all parties served with the Motion, and Verita shall file promptly thereafter a certificate of service confirming such service.

END OF DOCUMENT

Prepared and presented by:

GREENBERG TRAUIG, LLP

/s/ Matthew A. Petrie

David B. Kurzweil (Ga. Bar No. 430492)

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

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*Proposed Counsel for the Debtors and
Debtors in Possession*

Exhibit 1

OCP List

NONEXCLUSIVE SCHEDULE OF ORDINARY COURSE PROFESSIONALS

Firm Name	Address	Type of Work	OCP Cap
Leake Andersson	1100 Poydras Street Suite 1700 New Orleans, LA 70163	Non-bankruptcy legal counsel - Litigation	Monthly: \$5,000 Aggregate: \$25,000
Marcum LLP	201 East Las Olas Boulevard 21st Floor Fort Lauderdale, FL 33301	Accounting - Tax	Monthly: \$10,000 Aggregate: \$50,000

Exhibit 2

OCP Declaration

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

In re: AFH AIR PROS, LLC, <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 25-10356 (PMB) (Jointly Administered)
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DECLARATION IN SUPPORT OF ORDINARY COURSE RETENTION

The undersigned hereby declares, under penalty of perjury, as follows:

1. I am a member, partner, or similar representative of the following firm (the “Firm”), which maintains offices at the address and phone number listed below:

Firm: _____

Address and Phone Number: _____

2. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the Northern District of Georgia (the “Order”) authorizing the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”). Since March 16, 2025 (the “Petition Date”), the Debtors have requested that the Firm provide legal or other services (or continue to provide services) to the Debtors, and the Firm has agreed to provide such services.

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3. The Firm, through me, and other members, partners, associates, or employees of the Firm, has provided, and/or plans to provide, the following legal or other services to the Debtors from and after the Petition Date: _____.

4. To the best of my knowledge, information, and belief, formed after due inquiry: (i) except for the proposed retention of the Firm in these Chapter 11 Cases, the Firm does not currently provide services to any party in any matter related to these Chapter 11 Cases; and (ii) the Firm does not represent or hold an interest adverse to the Debtors.

5. Now or in the future, the Firm may provide services to certain creditors of the Debtors or other interested parties in matters unrelated to the Debtors, but in this regard, the Firm's work for these clients will not include the provision of services on any matters relating to the Debtors' Chapter 11 Cases.

6. The Firm is owed approximately \$_____ on account of services rendered and expenses incurred prior to the Petition Date in connection with the Firm's employment by the Debtors, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "Bankruptcy Code").

7. The Firm further states that it has not shared, has not agreed to share, nor will it agree to share, any compensation received in connection with these Chapter 11 Cases with any party or person except to the extent permitted by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, although such compensation may be shared with any member or partner of, or any person employed by, the Firm.

8. If, at any time during its employment by the Debtors, the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Dated: _____

By: _____