

**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)

**SCHEDULES OF ASSETS AND LIABILITIES FOR
AIR PROS DALLAS L.L.C. (CASE NO. 25-10361)**

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.



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**GLOBAL NOTES, RESERVATIONS OF RIGHTS, AND
STATEMENTS OF LIMITATIONS, METHODOLOGY, AND
DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) are filing their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements” and together with the Schedules, the “Schedules and Statements”) in the United States Bankruptcy Court for the Northern District of Georgia (the “Bankruptcy Court”) pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Andrew D.J. Hede has signed each set of the Schedules and Statements. Mr. Hede serves as the Chief Restructuring Officer for each of the Debtors and is an authorized signatory for each of the Debtors with respect to the Schedules and Statements. In reviewing and signing the Schedules and Statements, Mr. Hede has necessarily relied upon the efforts, statements, and representations of various personnel of the Debtors and the Debtors’ legal and financial advisors. Given the scale of the Debtors’ businesses and the complexity of the Debtors’ records, Mr. Hede has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules and Statements, including, without limitation, statements and representations concerning amounts owed to creditors, the classification of such amounts, and creditor addresses.

The Schedules and Statements are unaudited and subject to potential amendment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from the Debtors’ books and records that was available at the time of preparation. The Debtors have made reasonable efforts to ensure that the Schedules and Statements are as accurate and complete as possible under the circumstances and based upon such information as was

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available at the time of preparation. Inadvertent errors or omissions may exist, and subsequent receipt or discovery of information or further review and analysis of the Debtors' books and records or other information may result in changes or updates to information contained in the Schedules and Statements. The Debtors reserve the right to update, amend, or supplement the Schedules and Statements. The Debtors, on behalf of themselves, their officers, employees, advisors, and other agents, disclaim any liability to any third party arising out of or related to the information contained in the Schedules and Statements and otherwise reserve all rights with respect to the Schedules and Statements.

Global Notes and Overview of Methodology

1. **Description of Cases.** On March 16, 2025 (the "Petition Date"), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 27, 2025, the Court entered the *Amended Order Authorizing and Directing the Joint Administration of the Debtors' Chapter 11 Cases for Procedural Purposes Only* [D.I. 85]. Notwithstanding the joint administration of the Debtors' cases for procedural purposes, each Debtor has filed its own set of Schedules and Statements. On March 31, 2025, the United States Trustee for the Northern District of Georgia appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code.

2. **Global Notes Control.** These Global Notes, Reservations of Rights, and Statements of Limitations, Methodology, and Disclaimers Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Global Notes") pertain to, are incorporated by reference in, and comprise an integral part of all of the Schedules and Statements. The Global Notes should be referred to and referenced in connection with any review of the Schedules and Statements. In the event that the Schedules and Statements conflict with these Global Notes, these Global Notes shall control.

The fact that the Debtors have prepared a Global Note with respect to a particular Schedule or Statement, or a particular part or item therein, and not as to others, does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such Global Note to any or all of the remaining Schedules or Statements, or other parts or items therein, as appropriate. Disclosure of information in one Schedule, one Statement, or an exhibit or attachment thereto, even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, Statement, exhibit, or attachment, as the case may be.

3. **Basis of Presentation.** The Schedules and Statements are unaudited and do not purport to be financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("GAAP"), nor were they reconciled with the Debtors' financial statements. These Schedules and Statements represent a good faith attempt to comply with the requirements of the Bankruptcy Code and Bankruptcy Rules using commercially reasonable efforts and resources available and are subject to further review and potential adjustment.

The Debtors used reasonable efforts to attribute the assets and liabilities, certain required financial information, and various cash disbursements to each particular Debtor. It is possible that not all assets and liabilities have been recorded with the correct legal entity on the Schedules and Statements. Accordingly, the Debtors reserve all rights to supplement and amend the Schedules and Statements in this regard, including with respect to reallocation of assets or liabilities to any particular entity.

4. **Reporting Date.** Unless otherwise noted herein or in the Schedules and Statements, all asset values (other than for cash holdings and deposits) contained in the Schedules and Statements and herein are as of March 16, 2025. Values of cash holdings and deposits are as of the Petition Date. In addition, the values of most prepayments are as of March 16, 2025. Furthermore, the values of the Debtors' liabilities are as of the Petition Date; however, certain liability values have been adjusted for authorized payments made under the First Day Orders (as defined below).

5. **Reservation of Rights.** The Debtors and their advisors who assisted in the preparation of the Schedules and Statements do not guarantee or warrant the accuracy or completeness of the data that is provided herein and shall not be liable for any loss or injury arising out of or caused in whole or in part by errors or omissions, negligent or otherwise, in preparing, collecting, reporting, or communicating the information contained herein. The Debtors and their advisors do not have an obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party upon such revisions. In no event shall the Debtors or their advisors be liable to any third party for any direct, indirect, incidental, consequential, or other damages (including, but not limited to, damages arising from the disallowance of a potential claim against a Debtor or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or their advisors are advised of the possibility of such damages. The Debtors reserve all rights to amend and/or supplement the Schedules and Statements.

The failure to designate a claim in the Schedules and Statements as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim or amount is not "contingent," "unliquidated," or "disputed." The Debtors reserve their rights to dispute, or to assert offsets or defenses to, any claim reflected on the Schedules or Statements on any grounds, including, but not limited to, amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed." The Debtors reserve all of their rights to amend the Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.

The Debtors have made commercially reasonable efforts to correctly characterize, classify, categorize or designate certain claims, assets, executory contracts, among other items reported in the Schedules and Statements. Nevertheless, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The listing of a claim on Schedule D as "secured," on Schedule E/F (Part 1) as "priority," on Schedule E/F (Part 2) as "nonpriority" or the listing of a contract or lease on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors as to the legal rights of the claimant or a waiver of the Debtors' rights to re-characterize or re-classify such claim or contract pursuant to an amendment to the Schedules, a claim objection, or otherwise. The Debtors thus reserve all of their rights to recharacterize,

reclassify, recategorize, or re-designate items reported in the Schedules and Statements at a later time as necessary or appropriate as additional information becomes available.

Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the foregoing general reservation of rights.

6. **Valuation.** It would be prohibitively expensive, unduly burdensome, and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, the Schedules and Statements reflect net book values as of March 16, 2025, except AB39, AB40 and AB41 which were valued as of December 31, 2024. Cash is reported based on the balances of the Debtors' bank accounts as of the Petition Date. Amounts ultimately realized may vary from net book value (or whatever value was ascribed) and such variance may be material. Accordingly, the Debtors reserve their rights to amend or adjust the value of each asset set forth herein. In addition, the amounts shown for total liabilities exclude items identified as "unknown" or "undetermined" and, thus, ultimate liabilities may differ materially from those stated in the Schedules and Statements. In some instances, the Debtors have used estimates where actual data was not available. The Debtors have not hired a third party to value their assets for purposes of completing the Schedules and Statements.

7. **Currency.** All amounts shown in the Schedules and Statements are in U.S. Dollars.

8. **Quantification of Claims.** Amounts that were not readily quantifiable by the Debtors are reported as "undetermined," "unknown," or "N/A" and any such designation is not intended to reflect the magnitude or materiality of any claim.

9. **Claims Paid Pursuant to Court Orders.** Pursuant to several motions filed on the Petition Date (the "First Day Motions"), the Debtors sought authority to pay certain outstanding prepetition payables pursuant to court order. The Bankruptcy Court entered certain orders authorizing the Debtors to pay certain of the outstanding prepetition payables it sought to pay under the First Day Motions (the "First Day Orders"). Consequently, certain prepetition fixed, liquidated, and undisputed unsecured claims, including, but not limited to, certain claims for employee wages that had accrued in the 180 days prior to the Petition Date, have been paid following the Petition Date. Where and to the extent these claims have been satisfied or are anticipated to be satisfied, they may not be listed in the Schedules and Statements. To the extent the Debtors later pay any amount of the claims listed in the Schedules and Statements pursuant to any orders entered by the Bankruptcy Court, the Debtors reserve all rights to amend or supplement the Schedules and Statements as is necessary or appropriate.

10. **Prepetition and Postpetition Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change. Accordingly, the Debtors reserve all of their rights to amend, supplement, or otherwise modify the Schedules and Statements as is necessary or appropriate.

11. **Intercompany Transactions.** As is more fully set forth in the Cash Management Motion [D.I. 11], in the ordinary course of business, the Debtors maintain business relationships among each other that give rise to certain intercompany transactions, including, for example, cash sweeps and intercompany loans that occur as part of the daily or bi-weekly operation of the Debtors' cash management system. The listing of any intercompany payables and receivables, even with undetermined amounts, on Schedules A/B or Schedules E/F, to the extent listed, is not and should not be construed as an admission of the characterization of any balances between or among the Debtors as debt, equity, or otherwise. For the avoidance of doubt, the Debtors reserve all rights, claims, and defenses in connection with any and all intercompany receivables and payables, including with respect to the amounts and characterization of any intercompany claims.

12. **Setoffs.** The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtors. The Debtors reserve all of their rights regarding such credits, allowances, or other adjustments.

13. **Property and Equipment.** Nothing in the Schedules or Statements, including, without limitation, the failure to list leased property or equipment as owned property or equipment or vice-versa, constitutes, or shall be construed as, an admission as to the determination of legal status of any lease, including whether any lease is a true lease or financing arrangement, and the Debtors reserve all their rights with respect to such issues.

14. **Exclusions.** The Debtors believe that they have identified, but did not necessarily value, all material categories of assets and liabilities in the Schedules and Statements. The Debtors have excluded certain categories of assets, tax accruals, and liabilities from the Schedules and Statements, including employee benefit accruals, accrued accounts payable, and deferred gains. The Debtors also have excluded potential rejection damage claims of counterparties to executory contracts and unexpired leases that may be rejected, to the extent such damage claims may exist. In addition, certain immaterial assets and liabilities may have been excluded.

15. **Causes of Action.** The Debtors, despite their reasonable efforts, may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including, without limitation, causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws to recover assets or avoid transfers. The Debtors reserve all of their rights with respect to any causes of action they may have, whether arising before, on, or after the Petition Date, in contract or in tort, at law or in equity, or pursuant to any other theory of law, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

16. **Insiders.** For purposes of the Schedules and Statements, the Debtors defined "insiders" in accordance with the provisions of section 101(31) of the Bankruptcy Code. Persons listed as "insiders" have been included for informational purposes only, however, and the designation of such persons as "insiders" on the Schedules and Statements does not constitute, and should not be construed as, an admission that such persons constitute insiders within the meaning of section 101(31) of the Bankruptcy Code. Moreover, these Global Notes and the Schedules and Statements do not take any position with respect to: (a) any person's influence over the control of the Debtors; (b) the management responsibilities or functions of any such person; (c) the decision

making or corporate authority of any such person; or (d) whether the Debtors or any person who may have had control over the Debtors could successfully argue that such person is not an “insider” under applicable law or with respect to any theories of liability or for any other purpose.

17. **Litigation.** Certain litigation reflected as claims against one of the Debtors may relate to any of the other Debtors. The Debtors have made reasonable efforts to accurately record such claims in the Schedules and Statements of the Debtors against whom such claims lie.

18. **Guarantees and Other Secondary Liability Claims.** The Debtors have exercised reasonable efforts to locate and identify guarantors, co-obligors, or other secondarily-liable parties under executory contracts, unexpired leases, secured financing agreements, and other such arrangements or agreements. Where such guarantors or co-obligors have been identified, the Debtors have included them in the relevant Schedules D, E/F, G and/or H for the applicable Debtor. The Debtors may have inadvertently omitted certain guarantees or other secondary liability embedded in their contractual agreements.

19. **Totals.** All totals that are included in the Schedules and Statements represent totals of known amounts only and do not include any undetermined amounts. To the extent there are unknown or otherwise undetermined amounts, the actual total may be materially different than the listed total. Due to unliquidated, contingent and/or disputed claims, summary statistics in the Schedules and Statements may significantly understate the Debtors’ liabilities.

20. **Intellectual Property Rights.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred pursuant to a sale, acquisition, or other transaction.

21. **Confidentiality.** There may be instances in the Schedules and Statements where the Debtors deemed it necessary and appropriate to omit from the public record information such as individuals’ names and addresses. Typically, the Debtors have used this approach because of an agreement between the Debtors and a third party, concerns of confidentiality and protection of sensitive commercial information, and concerns for the privacy of individuals.

22. **Accuracy.** The financial information disclosed herein was not prepared in accordance with GAAP, federal or state securities laws, or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws.

Specific Notes to the Schedules of Assets and Liabilities

Classifications of Claims

Listing a claim on Schedule D as “secured,” or on Schedule E/F as “priority” or “nonpriority,” or a contract or lease on Schedule G as “executory” or “unexpired,” does not, in each case, constitute an admission by the Debtors of the legal rights of the claimant or the legal

status of such claim or contract, or a waiver of the Debtors' right to recharacterize or reclassify such claim or contract.

Summary of Assets and Liabilities

For financial reporting purposes, the Debtors ordinarily prepare consolidated financial statements. The Schedules reflect the assets and liabilities of each Debtor on a nonconsolidated basis, except where otherwise indicated. Accordingly, the totals listed in the Schedules will likely differ, at times materially, from the consolidated financial reports prepared by the Debtors for financial reporting purposes or otherwise, which may reflect consolidation, elimination and step-up in basis adjustments to the financial statements.

Schedule A/B

As noted above, despite commercially reasonable efforts to identify all known assets, the Debtors may not have listed all of their causes of action or potential causes of action against third parties as assets in the Schedules and Statements, including, but not limited to, causes of action arising under the Bankruptcy Code or any other applicable laws to recover assets or avoid transfers.

Part 1, Item 3

As is more fully set forth in the Cash Management Motion [D.I. 11], the Debtors maintain approximately thirty-one (31) bank accounts and utilize a cash management system in the ordinary course of business to efficiently collect, concentrate, and disburse funds. The Debtors have listed each bank account on the Schedules of the Debtor who is the named account holder on such bank account. With respect to certain of the accounts, however, the funds are restricted (e.g., funds to secure a letter of credit).

Part 2, Items 7 & 8

The Debtors' characterization of an asset listed in Part 2, Items 7 and 8 is not a legal characterization of either a deposit or a prepayment. The Debtors reserve their rights to re-categorize or recharacterize such assets at a later time as appropriate. All prepayments are as of March 16, 2025.

Without limiting the foregoing, and as is more fully set forth in the Cash Management Motion, the Debtors maintain a cash balance in an escrow account with the Florida Department of Financial Services. This escrow account ensures that the applicable Debtor has sufficient funds to meet any potential obligations arising from warranty liabilities; the Debtors do not have access to the funds maintained in this escrow account.

Part 5, Item 20

"WIP" inventory represents materials purchased for jobs that have not been completed and materials purchased to replenish warehouse or truck supplies. WIP inventory is reduced when jobs are completed, or three (3) months after purchasing the materials for the warehouse or truck.

Part 5, Item 21

Some Debtors own certain finished goods and inventory, including truck stock and warehouse parts and supplies, which inventory is stored, used, and/or sold by the Debtors in the ordinary course of business. Such inventory has been scheduled on Schedule A/B.

Part 7, Items 39-41

Some Debtors own certain business equipment, including office furniture as well as all fixtures, which is used in the ordinary course of business. In the ordinary course of business, the Debtors do not generally track the book value of all furniture, fixtures and office equipment (FF&E). Accordingly, these Debtors have scheduled such used FF&E at a nominal amount.

Part 8, Item 47

The Debtors use approximately 540 vehicles (excluding trailers) to conduct business operations across their business units. Of those vehicles, approximately 474 are leased through Enterprise, 48 vehicles are owned by the Debtors, 15 vehicles are leased through agreements established by the previous owner of the Hansen business unit, 3 are leased from Leasing Associates. One vehicle that is owned by the Debtors has a lien held by Platinum Finance LLC. As part of the normal course of operations, existing vehicles are routinely replaced, and new vehicles are ordered through Enterprise.

The Debtors scheduled the leased vehicles with Enterprise at Air Pros Solutions Holdings, LLC, the lessee under the lease with Enterprise, and identified in that schedule which business unit is using the leased vehicles. For leased vehicles from Enterprise, the scheduled book value of the Debtors' interest in such vehicle is calculated based on the underlying lease agreement with Enterprise. The net book value of debtor's interest and current value of debtor's interest for other vehicles is assumed to be zero.

The Debtors currently use 15 vehicles that came into the Debtors' possession during the acquisition of assets from Hansen Heating & Air, which vehicles are being leased by the seller of that business from various vehicle lessors. To the Debtors' knowledge, the leases were never formally assigned by the seller, but Hansen Air Pros, LLC makes payments for the use of these vehicles directly to the vehicle lessors.

The Debtors own approximately 25 trailers to conduct business operations across several business units. The Debtors do not actively maintain records for trailers, but instead maintain a list of how many trailers are located at each business unit. All known trailers are included on the Schedules.

Part 10, Item 61

The Debtors scheduled domain names and social media accounts with the Debtor entity that primarily uses the domain or account. In the case where a domain or account is not actively being used by an entity, the asset is listed under Air Pros Solutions, LLC. The Debtor entity listed with each asset may reflect the entity that owns the asset, or it may only reflect the entity that uses the asset, and the asset may be owned by Air Pros Solutions, LLC.

Schedule E/F

Priority/Nonpriority Status

The listing of any claim on Schedule E/F does not constitute an admission by the Debtors that such claim is entitled to priority treatment under section 507 of the Bankruptcy Code or that the amount of the claim is accurate. The Debtors reserve their right to dispute the priority status of any claim on any basis.

Deposits

In the ordinary course of business, the Debtors accept deposits from customers on work that has not started. In most cases, this work is completed within several days. Due to the transient nature of the customer deposits, the Debtors have elected not to include the list of deposits on the Schedule, as the customer deposits as of the Petition Date would not accurately represent the state of customer deposits at the time of filing the Schedules.

Potential Customer Claims

As of the Petition Date, the Debtors estimate that they may have more than 150,000 customers holding warranty and/or membership claims. In the ordinary course of business, the Debtors do not generally reflect the potential liabilities associated with any outstanding warranty and/or membership. As such, the Debtors cannot reasonably estimate the value of customer claims, and any attempt to do so may not reflect actual customer liabilities.

Further, as described in 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; 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 by D.I. 55), the Debtors have entered into stalking horse purchase agreements with six purchasers (collectively, the "Stalking Horse Purchasers") for all of the Debtors' business units pursuant to which the Stalking Horse Purchasers have effectively agreed to assume liabilities for customer warranties and membership agreements. The Debtors are confident that they will be able to close sales with the Stalking Horse Purchasers (or any other successful bidder(s)), such that any potential liability on warranty and/or membership claims will be satisfied in the ordinary course of the go-forward operations of the sold business units. Relatedly, and as authorized by this Court's *Interim Order Authorizing the Debtors to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Programs in the Ordinary Course of Business, and Setting a Final Hearing for April 14, 2025* [D.I. 40], the Debtors anticipate honoring warranty and/or membership claims in the ordinary course of business while they pursue the sale of their business units to the Stalking Horse Purchasers (or any other successful bidder(s)).

Consequently, the Debtors have omitted customer liabilities from the Schedules as they are highly speculative and the Debtors anticipate that these potential customer claimants, with respect to the warranty or membership claims, will have their claims honored during the pendency of these Chapter 11 Cases.

Claims of Counterparties to Executory Contracts and Unexpired Leases

Schedule E/F reflects the prepetition amounts owing as of the Petition Date to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or the assumption and assignment of executory contracts or unexpired leases. Additionally, Schedule E/F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G

Although commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or overinclusion may have occurred in preparing Schedule G. Omission of a contract, lease or other agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease. The Debtors hereby reserve all of their rights to (i) dispute the validity, status, or enforceability of any contract, agreement or lease set forth in Schedule G and (ii) amend or supplement such Schedule as necessary. Furthermore, the Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on the Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented by various amendments, restatements, waivers, estoppel certificates, letters, or other documents, instruments, or agreements that may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space, early termination rights, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G.

For unexpired leases, the amounts listed do not reflect the total liability amount that would be required to be recorded under ASC 842, which would require the total of all past and future lease payments to be reflected on the books and records. Only past due lease payments have been listed in the Schedules.

Any and all rights, claims, and causes of action of the Debtors with respect to the agreements listed on Schedule G are hereby reserved and preserved.

Specific Notes to the Statements of Financial Affairs

Part 1, Item 1

The Debtors have listed all gross revenue, including “non-job” revenue, from the business of the Debtors on each of the applicable Debtors’ Statements. “Non-job” revenue comes from manual invoice adjustments, but is still related to Debtors’ business operations.

Part 2, Items 3 and 4

As is more fully set forth in the Cash Management Motion, the Debtors satisfy accounts payable through the Corporate Concentration Account, the Fully Integrated Zero-Balance Operating Accounts, and the Operating Account, which are maintained for the purpose of making disbursements. The Fully Integrated Zero-Balance Operating Accounts and Operating Account are also maintained for the purpose of receiving collections. Cash from the Corporate Concentration Account is released to the Fully Integrated Zero-Balance Operating Accounts to satisfy ordinary course and routine business expenses. Air Pros, LLC is the named account holder for the Corporate Concentration Account, while most of the Debtors are holders of the Fully Integrated Zero-Balance Accounts.

The transferees listed in Part 2, Item 3 (SOFA 3 Attachment) of the Statements include all transferees who received more than \$7,575 from a single Debtor entity, within 90 days of the Petition Date, based on the Debtor account holder. The Debtors utilize Paychex as their payroll processing service, remitting cash to Paychex weekly to fund payroll distributions to the Debtors’ employees. The distributions to Paychex are predominately payroll amounts due to employees. All of these payroll distributions were processed through Paychex, and an administrative fee has been charged to the Debtors by Paychex in exchange for Paychex’s services. The amounts disclosed in Item 3 (SOFA 3 Attachment) are inclusive of the payroll items mentioned in this note as well as the administrative fee that is paid to Paychex.

All payments to insiders above the threshold, including payments to insiders made within ninety (90) days of the Petition Date, have been listed under Part 2, Item 4 (SOFA 4 Attachment).

Part 3, Item 7

The Debtors have made reasonable efforts to include open legal action taken for or by the Debtors. Legal actions presented could include actions that are closed or otherwise resolved at this time.

Part 4, Item 9

The Debtors have made reasonable efforts to include both cash and in-kind gifts and donations.

Part 9, Item 16

The Debtors maintain customer lists for the purpose of conducting business, including information on past and present customers. Information collected may include (i) customer name

and contact (e.g., phone number, e-mail address), (ii) payment information (e.g., billing address, payment method, payment history), and (iii) service address (if different from billing address).

Part 9, Item 17

As described in the Employee Wages Motion [D.I. 16], the Debtors provide a 401(k) plan for their employees that is managed by Paychex. The lead-adopting employer of the plan is Air Pros, LLC.

Part 13, Item 26.b

Historically, the Debtors have not conducted an annual certified financial audit of their consolidated financials.

Part 13, Item 26.d

The Debtors issue their consolidated financial statements in the ordinary course of business. It would be a timely and burdensome task for the Debtors to go through their records to identify all financial institutions, creditors, and other parties to whom the Debtors have issued a financial statement within the two (2) years prior to the Petition Date; accordingly, the Debtors have not identified all such recipients.

Part 13, Item 28

As disclosed in the First Day Declaration, Air Pros Solutions, LLC is the sole member and either the manager or managing member of all of its wholly-owned subsidiaries; and holds 99.9% of the partnership interests in Debtor Air Pros Washington, LLP with Air Pros, LLC holding the remaining 0.1% interest. Thus, the SOFA provides that Air Pros Solutions, LLC is the Managing Member of all its subsidiaries.

Fill in this information to identify the case:

Debtor Name: In re : Air Pros Dallas L.L.C.

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-10361 (PMB)

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from *Schedule A/B*

\$ 0.00

1b. Total personal property:

Copy line 91A from *Schedule A/B*

\$ 0.00

1c. Total of all property:

Copy line 92 from *Schedule A/B*

\$ 0.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ 220,406,883.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of *Schedule E/F*

\$ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+ \$ 0.00

4. Total liabilities

Lines 2 + 3a + 3b

\$ 220,406,883.00

Fill in this information to identify the case:

Debtor Name: In re : Air Pros Dallas L.L.C.

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-10361 (PMB)

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

☒ No. Go to Part 2.

☐ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. **Cash on hand**

\$ _____

3. **Checking, savings, money market, or financial brokerage accounts** (Identify all)

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

\$ _____

4. **Other cash equivalents** (Identify all)

\$ _____

5. **Total of Part 1**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 0.00

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 2: Deposits and prepayments**6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

\$

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

\$

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
- ☐ Yes. Fill in the information below.

Current value of debtor's
interest**11. Accounts receivable**

	Description	face amount	doubtful or uncollectible accounts		
11a.	90 days old or less:	\$ _____	- \$ _____	=..... →	\$ _____
11b.	Over 90 days old:	\$ _____	- \$ _____	=..... →	\$ _____

12. Total of Part 3.

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ _____ 0.00

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 4: Investments**13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
- ☐ Yes. Fill in the information below.

Valuation method used
for current value

Current value of debtor's interest

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

\$

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

\$

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

\$

17. Total of Part 4.

Add lines 14 through 16. Copy the total to line 83.

\$

0.00

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials		\$		\$
20. Work in progress		\$		\$
21. Finished goods, including goods held for resale		\$		\$
22. Other inventory or supplies		\$		\$

23. Total of Part 5.

Add lines 19 through 22. Copy the total to line 84.

\$ 0.00

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: Air Pros Dallas L.L.C.

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Case number (if known):

25-10361

Name

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$ _____		\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$ _____		\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)	\$ _____		\$ _____
31. Farm and fishing supplies, chemicals, and feed	\$ _____		\$ _____
32. Other farming and fishing-related property not already listed in Part 6	\$ _____		\$ _____
33. Total of Part 6. Add lines 28 through 32. Copy the total to line 85.			\$ _____ 0.00

34. Is the debtor a member of an agricultural cooperative?

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☐ No
- ☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
_____	\$ _____	_____	\$ _____
40. Office fixtures			
_____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
_____	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
_____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ _____ 0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☐ No
- ☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description

Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)

Net book value of debtor's interest

(Where available)

Valuation method used for current value**Current value of debtor's interest**

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

_____ \$ _____ \$ _____

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

_____ \$ _____ \$ _____

49. Aircraft and accessories

_____ \$ _____ \$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

_____ \$ _____ \$ _____

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ _____ 0.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☐ No
- ☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 9: Real property**54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
- ☐ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.				
55.1 _____		\$ _____		\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☐ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☒ No. Go to Part 11.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets	\$		\$
61. Internet domain names and websites	\$		\$
62. Licenses, franchises, and royalties	\$		\$
63. Customer lists, mailing lists, or other compilations	\$		\$
64. Other intangibles, or intellectual property	\$		\$
65. Goodwill	\$		\$

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☐ No
- ☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☐ No
- ☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: Air Pros Dallas L.L.C.

Document

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Case number (if known):

25-10361

Name

Part 11: All other assets**70. Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☒ No. Go to Part 12.☐ Yes. Fill in the information below.**Current value of debtor's interest****71. Notes receivable**

Description (include name of obligor)

Total face amount

doubtful or uncollectible accounts

\$

-

\$

=..... →

\$

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)

Tax year

\$

73. Interests in insurance policies or annuities

\$

74. Causes of action against third parties (whether or not a lawsuit has been filed)

\$

Nature of claim

Amount requested

\$

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

\$

Nature of claim

Amount requested

\$

76. Trusts, equitable or future interests in property

\$

77. Other property of any kind not already listed Examples: Season tickets, country club membership

\$

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ 0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?☐ No☐ Yes

Debtor: Air Pros Dallas L.L.C.

Document

Page 26 of 37

Case number (if known):

25-10361

Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. Real property. <i>Copy line 56, Part 9.....</i> →		\$ 0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	\$ 0.00	
91. Total. Add lines 80 through 90 for each column.....91a.	\$ 0.00	\$ 0.00 + 91b.
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ 0.00

Fill in this information to identify the case:

Debtor Name: In re : Air Pros Dallas L.L.C.

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-10361 (PMB)

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's name

Describe debtor's property that is subject to a lien

See Schedule D Part 1 Attachment

\$ 220,406,883.00 \$ Undetermined

Creditor's Name

Creditor's mailing address

Describe the lien

Notice Name

Street

Is the creditor an insider or related party?

- ☐ No
- ☐ Yes

City State ZIP Code

Is anyone else liable on this claim?

- ☐ No
- ☐ Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.

Country

Creditor's email address, if known

Date debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is:

Check all that apply.

- ☐ Contingent
- ☐ Unliquidated
- ☐ Disputed

Do multiple creditors have an interest in the same property?

- ☐ No
- ☐ Yes. Have you already specified the relative priority?
- ☐ No. Specify each creditor, including this creditor, and its relative priority.
- ☐ Yes. The relative priority of creditors is specified on lines

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$ 220,406,883.00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Name	Line	
Notice Name		
Street		
City		
State		
ZIP Code		
Country		

Fill in this information to identify the case:

Debtor Name: In re : Air Pros Dallas L.L.C.

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-10361 (PMB)

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
☐ Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Total claim	Priority amount
-------------	-----------------

2.1 Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____ \$ _____

Check all that apply.

Creditor Name

☐ Contingent

Creditor's Notice name

☐ Unliquidated

☐ Disputed

Address

Basis for the claim:

City

State

ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number

Is the claim subject to offset?

☐ No

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()

☐ Yes

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Nonpriority creditor's name and mailing address			Amount of claim
As of the petition filing date, the claim is: \$ _____			
Check all that apply.			
<input type="checkbox"/> Contingent			
<input type="checkbox"/> Unliquidated			
<input type="checkbox"/> Disputed			
Basis for the claim:			

City	State	ZIP Code	
Country			
Date or dates debt was incurred			

Last 4 digits of account number			

Is the claim subject to offset?			
<input type="checkbox"/> No			
<input type="checkbox"/> Yes			

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors. If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
Name	Line <input type="checkbox"/> Not Listed.Explain	
Notice Name		
Street		
City		
State		
ZIP Code		
Country		

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

		Total of claim amounts
5a. Total claims from Part 1	5a.	\$ 0.00
5b. Total claims from Part 2	5b. +	\$ 0.00
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	5c.	\$ 0.00

Fill in this information to identify the case:

Debtor Name: In re : Air Pros Dallas L.L.C.

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-10361 (PMB)

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☒ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☐ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

State what the contract or lease is for and the nature of the debtor's interest

Name

Notice Name

State the term remaining

Address

List the contract number of any government contract

City

State

ZIP Code

Country

Fill in this information to identify the case:

Debtor Name: In re : Air Pros Dallas L.L.C.

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-10361 (PMB)

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 See Schedule H Attachment	Street		<input type="checkbox"/> D
			<input type="checkbox"/> E/F
			<input type="checkbox"/> G
	City		
	State		
	ZIP Code		
	Country		

Fill in this information to identify the case:

Debtor Name: In re : Air Pros Dallas L.L.C.

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-10361 (PMB)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 04/13/2025

MM / DD / YYYY

✕ / s / Andrew D.J. Hede

Signature of individual signing on behalf of debtor

Andrew D.J. Hede

Printed name

Chief Restructuring Officer

Position or relationship to debtor

In re: Air Pros Dallas L.L.C.

Case No. 25-10361

Schedule D, Part 1

Creditors Who Have Claims Secured by Property

Line	Creditor's Name	Address 1	City	State	Zip	Date incurred	Multiple creditors (Y/N)	If multiple creditors, specify each creditor, including this creditor, and its relative priority.	Describe debtor's property that is subject to a lien	Describe the lien	Insider/related party (Y/N)	Codebtor (Y/N)	Contingent	Unliquidated	Disputed	Amount of claim <small>Do not deduct the value of collateral.</small>	Value of collateral that supports this claim
2.1	CO Finance LVS XXII LLC	650 Newport Center Drive	Newport Beach	CA	92660	10/2022	Y	Pari Passu	All assets	Term Lender	N	Y				\$196,906,883.00	Undetermined
2.2	OC III LVS LXI LP	650 Newport Center Drive	Newport Beach	CA	92660	10/2022	Y	Pari Passu	All assets	Revolving Lender	N	Y				\$23,500,000.00	Undetermined
TOTAL:																\$220,406,883.00	Undetermined

In re: Air Pros Dallas L.L.C.

Case No. 25-10361

Schedule H

Codebtors

Name of codebtor	Address 1	Address 2	City	State	Zip	Name of creditor	D	E/F	G
AFH Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros Atlanta LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros Blue Star, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros Boca LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros Colorado LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros One Source LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros Solutions Holdings, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros Solutions, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros Texas LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros Washington, LLP	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros West LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
CM Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Dallas Plumbing Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Doug's Service Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Dream Team Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
East Coast Mechanical, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Hansen Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
Mauzy Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	OC III LVS LXI LP	X		
AFH Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros Atlanta LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros Blue Star, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros Boca LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros Colorado LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros One Source LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros Solutions Holdings, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros Solutions, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros Texas LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros Washington, LLP	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros West LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
CM Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Dallas Plumbing Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Doug's Service Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Dream Team Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
East Coast Mechanical, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Hansen Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		
Mauzy Air Pros, LLC	150 South Pine Island Road	Suite 200	Plantation	FL	33324	CO Finance LVS XXII LLC	X		