

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

IN RE:	:	CHAPTER 11
AFH AIR PROS, LLC, <i>et al.</i> ,	:	CASE NO. 25-10356-PMB
Debtor(s).	:	(Jointly Administered)

OBJECTION TO PROPOSED SALE ORDER
(ECM STALKING HORSE PURCHASE AGREEMENT) (DOC 348)
BY ZERIMAR 1500, LLC

COMES NOW, ZERIMAR 1500, LLC, by and through its legal counsel and objects to Debtors' Proposed Sale Order with Respect to the ECM Stalking Horse Purchase Agreement (Doc 348) as follows:

BACKGROUND

1. On March 12, 2025, Debtors filed their *Notice of Proposed Sale Order with Respect to the ECM Stalking Horse Purchase Agreement (Doc 348)* (the "Proposed Order").
2. Paragraph 21 of the proposed Order states, "On the Closing Date, the Seller shall assume and assign to Buyer each Assumed Contract designated by Buyer for assumption and assignment on the Closing Date in accordance with the Stalking Horse Purchase Agreement and this Sale Order, and which Assumed Contracts are set forth on Exhibit B attached hereto, subject to the provisions of Section 2.8 of the Stalking Horse Purchase Agreement; *provided, however*, to the extent any contract with a customer for a warranty claim and/or a membership constitute an executory Contract, such contract shall be deemed an Assumed Contract without their inclusion on Exhibit B."
3. Exhibit B has not yet been attached.



4. On May 5, 2025, Zerimar 1500, LLC filed its Objection to Motion for Sale of Debtors' Assets and Notice of Proposed Assumption and Assignment of Certain Executory Contracts (doc 296). That objection has not yet been heard or resolved.
5. Zerimar 1500, LLC objects to the Proposed Order to the extent it seeks to include the lease with Zerimar 1500, LLC (the "Lease") in the assumption and assignment of contracts on Exhibit B without first hearing its objection.
6. Further, at Paragraph 27, the Proposed Order states, "All objections to the assumption and assignment of the Assumed Contracts that have not been withdrawn, waived, settled, or adjourned, as announced to the Court at the Sale Hearing or by stipulation filed with the Court, and all reservations of rights included in such objections or otherwise, are hereby denied and overruled on the merits with prejudice."
7. Zerimar 1500, LLC objects to the Proposed Order to the extent the language contained in Paragraph 27 deprives Zerimar 1500, LLC of its right to be heard on its objection.

WHEREFORE, Zerimar 1500, LLC objects to the **Proposed Sale Order (ECM Stalking Horse Purchase Agreement)(Doc 348)** to the extent it attempts to include the Lease in the Proposed Order and to the extent it attempts to deny and overrule its objection without the matter being heard by this Court and prays that:

1. That Exhibit B be disclosed prior to any hearing on the Proposed Order.
2. The Proposed Order be amended to exclude the Lease from Exhibit B of the Proposed Order without first hearing Zerimar 1500, LLC's objection.
3. The Proposed Order be amended to remove the proposed language contained in paragraph 27 without first hearing Zerimar 1500, LLC's objection.
4. For such other and further relief as this Court deems necessary, just and proper.

This 15th day of May 2025.


Ian M. Falcone

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Debtor(s).

CHAPTER 11
CASE NO. 25-10356-PMB

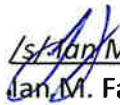
(Jointly Administered)

CERTIFICATE OF SERVICE

This to certify that I have on this day served all parties in this matter with a copy of the foregoing **“OBJECTION TO PROPOSED SALE ORDER (ECM STALKING HORSE PURCHASE AGREEMENT) (DOC 348) BY ZERIMAR 1500, LLC”** using the Bankruptcy Court’s Electronic Case Filing program, which sends a notice and an accompanying link to this document to the parties who are registered to receive service via the CM/ECF system and to the following parties listed below and on the attached sheets (Limited Service List) via US Mail pre-paid postage at the addresses below as follows:

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This 15th day of May 2025.


/s/ Ian M. Falcone
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