

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 Nos. 34, 55, 193, 311

**NOTICE OF FILING OF DECLARATION OF
TYRONE R. JOHNSON IN SUPPORT OF SALE MOTION**

PLEASE TAKE NOTICE that 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**”).

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, for which joint administration has been granted, 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 proposed claims and noticing agent at <https://www.veritaglobal.net/AirPros>. The mailing address for the debtor entities for the purposes of these chapter 11 cases is: 150 S. Pine Island Road, Plantation, Florida 33020.



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PLEASE TAKE FURTHER NOTICE that on April 14, 2025, the Court entered an order approving the Bid Procedures Motion [D.I. 193] (the “**Bidding Procedures Order**”).

PLEASE TAKE FURTHER NOTICE that on May 6, 2025, the Debtors filed the *Notice of (i) Cancellation of Auction with Respect to the East Coast Mechanical Business Unit, and (ii) Designation of the ECM Stalking Horse Bidder as the Successful Bidder for the Assets Covered by the ECM Stalking Horse Purchase Agreement* [D.I. 311] as contemplated by the Bidding Procedures Order.

PLEASE TAKE FURTHER NOTICE that attached hereto is the Declaration of Tyrone R. Johnson in Support of Sale Motion (the “**Johnson Declaration**”).

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Dated: May 15, 2025

Respectfully submitted,

/s/ Jeffrey R. Dutson

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*Counsel for East Coast Mechanical Home
Services LLC*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 15th day of May, 2025, a true and correct copy of the foregoing Notice of Filing of Declaration of Tyrone R. Johnson in Support of Sale Motion has been provided by electronic notification to all parties receiving notice via CM/ECF.

/s/ Jeffrey R. Dutson

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
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In re:

AFH AIR PROS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10356 (PMB)

(Jointly Administered)

Re: Docket Nos. 34, 55, 193

DECLARATION OF TYRONE R. JOHNSON IN SUPPORT OF SALE MOTION

I, Tyrone R. Johnson, hereby declare as follows:

1. I am the Chief Executive Officer of Cascade Residential Services LLC (“Cascade”), a family of independent residential HVAC, plumbing, and electrical contractors that are leaders in their local markets across the South Atlantic and Gulf states.

2. I am over 18 years of age and am competent and qualified to execute this Declaration.

3. I submit this declaration (this “Declaration”) in support of 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,*

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.

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, D.I. 55] (the "Sale Motion")² filed in the above-captioned bankruptcy case.

4. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge. If I were called to testify, I would testify competently to the facts set forth in this Declaration.

5. East Coast Mechanical Home Services LLC ("Buyer"), is an affiliate of Cascade. Cascade is a portfolio company of Trive Capital ("Trive"). I am authorized to submit this Declaration on behalf of the Buyer.

6. Buyer is not an "affiliate" or "insider" of the Debtors, as such terms are defined in the Bankruptcy Code.

7. Buyer has not engaged in any collusive bidding, or other misconduct with respect to (i) its offer, (ii) the Asset Purchase Agreement by and among, on the one hand, Air Pros Solutions, LLC and East Coast Mechanical, LLC, as the Seller Parties, and East Coast Mechanical Home Services LLC, as Buyer [D.I. 311-1] (including any amendments thereto, the "APA"), (iii) the sale process, or (iv) the sale of the Acquired Assets. All negotiations have been conducted in good faith and at arm's length between the Buyer and the Debtors, with each party being represented by separate legal counsel.

8. The consideration provided by Buyer under the APA is fair and reasonable. All of the consideration to be paid to the Debtors is fully disclosed in the APA, and no other agreements,

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

understandings or commitments in respect of any further consideration exist with the Debtors or any of their insiders.

9. Buyer submits that it is a “good faith purchaser” of the assets of the Debtors purchased under the APA, and is entitled to the full benefits and protections of section 363(m) of the Bankruptcy Code with respect to the sale of the Property.

10. Except as set forth herein, there are no other agreements between the Buyers and the Debtors or their insiders other than the APA, and the ancillary agreements contemplated therein.


11. Buyer will be capitalized with the assets and other resources necessary to timely perform its obligations under the APA. Buyer also has committed capital available to support closing the Sale, operating the go-forward business and to adequately assure future performance under any executory contracts or unexpired leases that Debtors, at the direction of the Buyer, may assume and assign to the Buyer.

12. This concludes my Declaration.

[Signature Page Follows]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct.

Executed on May 14, 2025


Tyrone R. Johnson