

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

NOTICE OF FILING DECLARATION IN SUPPORT OF SALE MOTION

COMES NOW Any Hour LLC and hereby files the *Declaration of David Shields in Support of Sale Motion* attached hereto as **Exhibit “A”** 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, 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* [ECF No. 34, as

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.



amended, ECF No. 55].

Dated: May 18, 2025

**KILPATRICK TOWNSEND &
STOCKTON LLP**

/s/ Colin M. Bernardino

Colin M. Bernardino, GA Bar No. 054879

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Exhibit A

**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

DECLARATION OF DAVID SHIELDS IN SUPPORT OF SALE MOTION

I, David Shields, hereby declare as follows:

1. I am the Chief Financial Officer of Any Hour LLC, a Utah limited liability company (the “Buyer”). I am over 18 years of age and am competent and qualified to execute this Declaration.

2. 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, 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*

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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, as the Sale Motion pertains to the One Source Stalking Horse Purchase Agreement, as amended by that First Amendment to Asset Purchase Agreement dated as of May 18, 2025 (the “APA”).

3. 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.

4. I am authorized to submit this Declaration on behalf of the Buyer.

5. The Buyer is not an “affiliate” or “insider” of any of the Debtors, as such terms are defined in the Bankruptcy Code.

6. The Buyer has not engaged in any collusive bidding, or other misconduct with respect to its offer, the APA, the sale process or the sale of the assets being acquired under the APA (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.

7. The consideration provided by the 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, understandings or commitments in respect of any further consideration exist with the Debtors or any of their insiders.

8. The Buyer submits that it is a “good faith purchaser” of the Acquired Assets, and

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

is entitled to the full benefits and protections of section 363(m) of the Bankruptcy Code with respect to the sale of the Acquired Assets.

9. Other than the APA, and exhibits and schedules thereto, there are no other agreements between the Buyer and the Debtors or their insiders.

10. The Buyer will be capitalized with the assets and other resources necessary to timely perform its obligations under the APA. The 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.

11. 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 18, 2025

Signed by:

David Shields

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David Shields
Chief Financial Officer
Any Hour LLC

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