

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)

Related to Docket No. 508

**EMERGENCY MOTION OF THE DEBTORS FOR
ENTRY OF AN ORDER SHORTENING NOTICE AND SCHEDULING
EXPEDITED HEARING ON DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING THE DEBTORS TO ASSUME THE MASTER EQUITY
LEASE AGREEMENT AND ENTER INTO VEHICLE ASSIGNMENT
AGREEMENTS WITH BUYERS AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) submit this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), pursuant to section 105 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Local Rule 9006-2 of the Bankruptcy Court Rules for the Northern District of Georgia (the “Local Rules”), and Complex Case Procedure (E)(4) of the *General Order 26-2019, Procedures for Complex Chapter 11 Cases*, dated February 6, 2023 (the “Complex Case Procedures”), (i) shortening the applicable notice period for the *Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to Assume the Master Equity Lease Agreement and Enter into Vehicle Assignment Agreements with Buyers and (II) Granting Related Relief* [D.I. 508] (the

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“Assumption Motion”),² (ii) scheduling the hearing on the Assumption Motion for **July 7, 2025 at 9:30 a.m. (prevailing Eastern Time)**³ (the “Hearing”), and (iii) setting the Hearing as the deadline to raise any objections to the Assumption Motion (the “Objection Deadline”). In support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Northern District of Georgia (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and legal predicates for the relief requested herein are section 105 of the Bankruptcy Code, Bankruptcy Rule 9006(c)(1), Local Rule 9006-2, and Complex Case Procedure (E)(4).

BACKGROUND

A. The Chapter 11 Cases

3. On March 16, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court.

4. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On March 31, 2025, the United States Trustee for Region 21 (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) in the above-captioned

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

³ In accordance with Complex Case Procedure E(4), the Court’s next available Omnibus Hearing Date is July 7, 2025 at 9:30 a.m. (prevailing Eastern Time).

chapter 11 cases (the “Chapter 11 Cases”). See *Appointment and Notice of Appointment of Committee of Creditors Holding Unsecured Claims* [D.I. 111].

6. No request has been made for the appointment of a trustee or an examiner.

7. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the filing of these Chapter 11 Cases is set forth in the *Declaration of Andrew D.J. Hede in Support of Chapter 11 Petitions and First Day Pleadings* [D.I. 8] (the “First Day Declaration”), which is fully incorporated herein by reference.

B. The Sales

8. On April 14, 2025, the Court entered an *Order (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* [D.I. 193] (the “Bidding Procedures Order”), which, among other things, approved the Debtors’ designation of six different stalking horse purchase agreements (each such purchase agreement, an “APA” and the buyer counterparties thereto, the “Buyers”) for the sale of all the Debtors’ business units (collectively, the “Sales”).

9. On May 19, 2025, the Court entered six orders approving the Debtors’ Sales to the Buyers under their respective APAs [D.I. 388-393].

10. As of the date of this Motion, each of the six Court-approved Sales have closed.

C. The Assumption Motion

11. As set forth in the Assumption Motion, Debtor Air Pros Solutions Holdings LLC is party to that certain Master Equity Lease Agreement dated March 20, 2024 (the “Lease”) with

Enterprise FM Trust and/or Enterprise Fleet Management, Inc. (jointly referred to as “Enterprise”) under which the Debtors lease approximately 560 vehicles (each, a “Vehicle” and collectively, the “Vehicles”), of which approximately 460 are in active use and the remaining 100 have been ordered but not yet delivered.

12. As described in the Assumption Motion, the Buyers are seeking to transfer the Vehicles necessary for each of the sold businesses’ operations. The assignments will be memorialized in new leases between each Buyer and Enterprise, and conditioned on the applicable Sales closing.

13. To accommodate such transition, the Debtors seek to assume the Lease as amended pursuant to the terms set forth in the Assumption Motion. In general, the Debtors’ liability for each Vehicle being assigned to a Buyer will be terminated as each Sale closes.

RELIEF REQUESTED

14. By this Motion, the Debtors seek entry of a proposed order, substantially in the form attached hereto as **Exhibit A**, (i) shortening the applicable notice period for the Assumption Motion, (ii) scheduling the Hearing on the Assumption Motion for **July 7, 2025 at 9:30 a.m. (prevailing Eastern Time)** and (iii) setting the Hearing as the Objection Deadline (i.e., **July 7, 2025 at 9:30 a.m. (prevailing Eastern Time)**)).

BASIS FOR RELIEF

15. Section 102(1) of the Bankruptcy Code provides that the phrase “after notice and a hearing” requires only such notice and opportunity for a hearing as may be appropriate under the circumstances. 11 U.S.C. § 102(1). Further, section 105(a) of the Bankruptcy Code provides that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Moreover, “[t]he basic purpose of section 105 is

to assure the bankruptcy courts power to take whatever action is appropriate or necessary in aid of the exercise of their jurisdiction.” 2 Collier on Bankruptcy ¶ 105.01 (16th ed. 2025).

16. Under Bankruptcy Rule 9006(c)(1), the Court may order time periods set by the Bankruptcy Rules to be reduced “for cause.” Fed. R. Bank. P. 9006(c)(1). More specifically, “[w]hen a rule, notice given under a rule, or court order requires or allows an act to be done within a specified time, the court may—for cause and with or without a motion or notice—reduce the time.” *Id.* Moreover, Local Rule 9006-2 and Complex Case Procedure E(4) permit shortened notice and hearing with regard to an emergency matter requiring immediate attention or a matter requiring expedited consideration upon written motion and for good cause shown. *See* Local Rule 9006-2; Complex Case Procedure E(4).

17. The Debtors seek to shorten notice as they need to formally assign the Vehicles to the Buyers. Among other reasons, the Debtors’ insurance policy for the Vehicles is up for renewal next week, and the Debtors do not want to incur the administrative expenses associated with renewing Vehicles that they do not need; the Buyer will insure these Vehicles upon the Debtors’ assignment upon entry of the Proposed Order.

18. The Debtors do not believe that any party-in-interest will be unfairly prejudiced by the shortening of the notice period with respect to the Assumption Motion. To the extent any opposition to the requested relief exists, the Debtors intend to work in good faith with parties-in-interest to resolve any objections or outstanding issues with respect to the Assumption Motion in advance of the Hearing.

19. As noted, expediting the Hearing on the Assumption Motion will allow the Debtors to conserve their assets. If the Debtors are unable to utilize the procedures set forth in the Assumption Motion, the Debtors may be unable to honor their obligations to the Buyers under

their respective APA and may unnecessarily be incurring administrative expenses for Vehicles no longer needed.

20. Accordingly, for the reasons set forth herein, the Debtors submit that good and sufficient cause exists to shorten the notice period with respect to the Assumption Motion so that it can be heard, considered, and ruled upon at the Hearing to be scheduled for **July 7, 2025 at 9:30 a.m. (prevailing Eastern Time)**—or such other date and time during such week that works best for this Court. A copy of the proposed notice of hearing with respect to the Assumption Motion is attached to the Proposed Order as Exhibit 1.

NOTICE

21. Notice of this Motion has been given to the following parties or, in lieu thereof, to their counsel, if known: (a) the Office of the U.S. Trustee for the Northern District of Georgia; (b) the Committee; (c) the Debtors' prepetition and postpetition lenders and collateral agent; (d) the Limited Service List; (e) Enterprise; (f) the Buyers; and (g) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

NO PRIOR REQUEST

22. No previous request for the relief sought herein has been made by the Debtors to this Court or any other court.

[Remainder of page intentionally left blank]

CONCLUSION

WHEREFORE, the Debtors respectfully request that this Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as is just and proper.

Dated: July 1, 2025

Respectfully submitted,

GREENBERG TRAURIG, LLP

/s/ David B. Kurzweil

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

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Counsel for the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I hereby certify that all ECF participants registered in these cases were served electronically with the foregoing Motion through the Court's ECF system at their respective email addresses registered with this Court. The Debtors' claims and noticing agent will be filing a supplemental certificate of service on the docket to reflect any additional service of the foregoing document via first-class mail, including the notice parties enumerated in the Motion.

Dated: July 1, 2025

GREENBERG TRAURIG, LLP

/s/ David B. Kurzweil

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Counsel for the Debtors and Debtors in Possession

Exhibit A

Proposed Order

**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. __

**ORDER SHORTENING NOTICE AND SCHEDULING
EXPEDITED HEARING ON DEBTORS' MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING THE DEBTORS TO ASSUME THE MASTER EQUITY
LEASE AGREEMENT AND ENTER INTO VEHICLE ASSIGNMENT
AGREEMENTS WITH BUYERS AND (II) GRANTING RELATED RELIEF**

*Upon the Emergency Motion of the Debtors for Entry of an Order Shortening Notice and
Scheduling Expedited Hearing on Debtors' Motion for Entry of an Order (I) Authorizing the
Debtors to Assume the Master Equity Lease Agreement and Enter into Vehicle Assignment*

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Agreements with Buyers and (II) Granting Related Relief (the “Motion”);² and the Court 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 it appearing that due and adequate notice of the Motion has been given under the circumstances; and this Court having determined that there is good and sufficient cause for the relief set forth in this Order; and after due deliberation thereon,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth herein.
2. A hearing (the “Hearing”) shall be held on the Assumption Motion on **July 7, 2025 at 9:30 a.m. (prevailing Eastern Time) in Courtroom 1202, United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, Georgia 30303**, which may be attended in person or via the Court’s Virtual Hearing Room. You may join the Virtual Hearing Room through the “Dial-in and Virtual Bankruptcy Hearing Information” link at the top of the homepage of the Court’s website, www.ganb.uscourts.gov, or link on the judge’s webpage, <https://www.ganb.uscourts.gov/content/honorable-paul-m-baisier>. Please also review the “Hearing Information” tab on the Court’s webpage for further information about the hearing. You should be prepared to appear at the hearing via video, but you may leave your camera in the off position until the Court instructs otherwise. Unrepresented persons who do not have video capability may use the telephone dial-in information on the judge’s webpage.
3. Any party objecting to the relief requested in the Assumption Motion can raise its objection at the Hearing (the “Objection Deadline”).

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

4. The form of notice to consider the Assumption Motion, substantially in the form attached hereto as Exhibit 1 is approved.

5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

END OF DOCUMENT

Prepared and presented by:

GREENBERG TRAURIG, LLP

/s/ David B. Kurzweil

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EXHIBIT 1

Form of Notice

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. [•] & [•]

**NOTICE OF HEARING AND DEADLINE TO
OBJECT TO DEBTORS' MOTION FOR ENTRY OF AN
ORDER (I) AUTHORIZING THE DEBTORS TO ASSUME THE MASTER
EQUITY LEASE AGREEMENT AND ENTER INTO VEHICLE ASSIGNMENT
AGREEMENTS WITH BUYERS AND (II) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on July 1, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed the (a) *Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to Assume the Master Equity Lease Agreement and Enter into Vehicle Assignment Agreements with Buyers and (II) Granting Related Relief* (the “Assumption Motion”) [D.I. 508] and (b) the *Emergency Motion of the Debtors for Entry of an Order Shortening Notice and Scheduling Expedited Hearing on Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to Assume the Master Equity Lease Agreement and Enter into Vehicle Assignment Agreements with Buyers and (II) Granting Related Relief* (the “Motion to Shorten”) [D.I. [•]].

PLEASE TAKE FURTHER NOTICE that, on July [•], 2025, the Court entered an order granting the Motion to Shorten and scheduled an expedited hearing for the Assumption Motion. *See* D.I. [•].

PLEASE TAKE FURTHER NOTICE that the Court shall hold a hearing (the “Hearing”) on the Assumption Motion on **[July 7], 2025 at 9:30 a.m. (prevailing Eastern Time)** in **Courtroom 1202, United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, Georgia 30303**, which may be attended in person or via the Court’s Virtual Hearing Room. You may join the Virtual Hearing Room through the “Dial-in and Virtual Bankruptcy Hearing Information” link at the top of the homepage of the Court’s website, www.ganb.uscourts.gov, or link on the judge’s webpage, <https://www.ganb.uscourts.gov/content/honorable-paul-m-baisier>. Please also review the “Hearing Information” tab on the Court’s webpage for further information about the Hearing. You should be prepared to appear at the Hearing via video, but you may leave your camera in the

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off position until the Court instructs otherwise. Unrepresented persons who do not have video capability may use the telephone dial-in information on the judge's webpage.

Your rights may be affected by the Court's ruling on these pleadings. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one). If you do not want the Court to grant the relief sought in these pleadings or if you want the Court to consider your views, then you and/or your attorney must attend the hearing. You may also file a written response to the pleadings with the Clerk at the address stated below, but you are not required to do so. If you file a written response, you must do so before the commencement of the Hearing and attach a certificate stating when, how and on whom (including addresses) you served the response. Mail or deliver your response so that it is received by the Clerk before the hearing. The address of the Clerk's Office is: Clerk, U.S. Bankruptcy Court, 18 Greenville Street, 2nd Floor, Newnan, Georgia 30263. You must also mail a copy of your response to the undersigned at the address stated below.

Dated: July [•], 2025

Respectfully submitted,

GREENBERG TRAURIG, LLP

/s/ DRAFT

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