

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

) Chapter 11
In re:)	
)	Case No. 23-90054 (CML)
IEH AUTO PARTS HOLDING LLC, <i>et al.</i> , ¹)	
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. 989

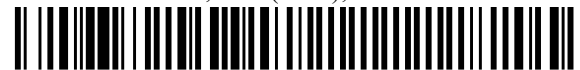
DEBTORS’ RESPONSE TO MOTION OF DRIV AUTOMOTIVE INC. TO COMPEL THE DEBTORS TO MAKE DISTRIBUTIONS TO DRIV AUTOMOTIVE INC. PURSUANT TO THE THIRD AMENDED COMBINED DISCLOSURE STATEMENT AND JOINT PLAN OF LIQUIDATION OF IEH AUTO PARTS HOLDING LLC AND ITS DEBTOR AFFILIATES

The above-captioned wind-down debtors (collectively, the “Debtors”) submit this response (the “Response”) to *Motion of DriV Automotive Inc., to Compel the Debtors to Make Distributions to DriV Automotive Inc. Pursuant to the Third Amended Combined Disclosure Statement and Joint Plan of Liquidation of IEH Auto Parts Holding LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 989] (the “Motion”). In support of this Response, the Debtors state as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court.
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are section 503(b)(9) of the Bankruptcy Code.

¹ The Wind-Down Debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity’ federal tax identification number, are: IEH Auto Parts Holding LLC (6529); AP Acquisition Company Clark LLC (4531); AP Acquisition Company Gordon LLC (5666); AP Acquisition Company Massachusetts LLC (7581) AP Acquisition Company Missouri LLC (7840); AP Acquisition Company New York LLC (7361); AP Acquisition Company North Carolina LLC (N/A); AP Acquisition Company Washington LLC (2773); Auto Plus Auto Sales LLC (6921); IEH AIM LLC (2233); IEH Auto Parts LLC (2066); IEH Auto Parts Puerto Rico, Inc. (4539); and IEH BA LLC (1428). The Wind-Down Debtors’ service address is: 5330 Caram



Response

6. The averments in sentences 1-3 of paragraph 1 of the Motion are admitted. The averments in the remainder of paragraph 1 of the Motion are denied.

7. The averments in paragraph 2 of the Motion are admitted.

8. The averments in paragraph 3 of the Motion are admitted.

9. The averments in paragraph 4 of the Motion are admitted.

10. The averments in paragraph 5 of the Motion are admitted.

11. The averments in paragraph 6 of the Motion are admitted.

12. The averments in paragraph 7 of the Motion are admitted.

13. The averments in paragraph 8 of the Motion are admitted.

14. The averments in paragraph 9 of the Motion are admitted.

15. The averments in paragraph 10 of the Motion are admitted.

16. The averments in paragraph 11 of the Motion are admitted.

17. The averments in paragraph 12 of the Motion are admitted.

18. The averments in paragraph 13 of the Motion are admitted.

19. The averments in paragraph 14 of the Motion are admitted.

20. The averments in paragraph 15 of the Motion are admitted.

21. The averments in paragraph 16 of the Motion are denied.

22. The averments in paragraph 17 of the Motion are denied.

23. The averments in paragraph 18 of the Motion are admitted.

24. The averments in paragraph 19 of the Motion are admitted.

25. The averments in paragraph 20 of the Motion are admitted.

26. The averments in paragraph 21 of the Motion are admitted.

27. The averments in paragraph 22 of the Motion are denied.

28. The averments in paragraph 23 of the Motion are admitted.

29. The averments in paragraph 24 of the Motion are denied.

30. The averments in paragraph 25 of the Motion are denied.

31. By way of further response, claim number 500 filed by DRiV Automotive Inc. has now been objected to, making the requested relief in the Motion moot. All administrative claim portions of the Beck Arnley claim have been paid in full.

Reservation of Rights

32. Nothing contained herein or any actions taken pursuant to such relief requested is intended or shall be construed as: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in this motion or any order granting the relief requested by this motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

33. The Debtors reserve all rights to supplement or add to the legal and factual arguments raised in this objection, on any bases whatsoever, at a future date.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court deny the motion of DRiV Automotive Inc.

Houston, Texas
Dated: December 8,, 2023

/s/ Zachary McKay

JACKSON WALKER LLP

Matthew D. Cavanaugh (TX Bar No. 24062656)

Veronica A. Polnick (TX Bar No. 24079148)

Vienna Anaya (TX Bar No. 24091225)

Emily Meraia (TX Bar No. 24129307)

Zachary McKay (TX Bar 24073600)

1401 McKinney Street, Suite 1900

Houston, TX 77010

Telephone: (713) 752-4200

Facsimile: (713) 752-4221

Email: mcavanaugh@jw.com

vpolnick@jw.com

vanaya@jw.com

emeraia@jw.com

zmckay@jw.com

Counsel to the Wind-Down Debtors

Certificate of Service

I certify that on December 8, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Zachary McKay

Zachary McKay