

ENTERED

July 10, 2024

Nathan Ochsner, Clerk

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

In re:)	Chapter 11
)	
AUTO PLUS AUTO SALES LLC,)	Case No. 23-90055 (CML)
)	
Wind-Down Debtor. ¹)	(Formerly Jointly Administered
)	under Lead Case IEH Auto Parts
)	Holding LLC, Case No. 23-90054)

**STIPULATION AND AGREED ORDER BY AND AMONG THE GUC TRUSTEE
 AND SHERWIN-WILLIAMS COMPANY**

Michael D. Warner, solely in his capacity as trustee (the "GUC Trustee") of the Auto Parts GUC Trust and The Sherwin-Williams Company ("Sherwin-Williams," and together with the GUC Trustee, the "Parties"), by and through the undersigned counsel, enter this Stipulation and Agreed Order and hereby stipulate and agree as follows:

General Background

WHEREAS, on January 31, 2023 (the "Petition Date"), IEH Auto Parts Holding LLC and its debtor affiliates (before the Plan Effective Date, the "Debtors," and after the Plan Effective Date, the "Wind-Down Debtors")² filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas (the "Court").

¹ On January 16, 2024, the Court entered a *Final Decree Closing Certain of the Chapter 11 Cases* [Case No. 23-90054, Dkt. No. 1043] closing each Debtor's chapter 11 case except the case of Auto Plus Auto Sales LLC. The Wind-Down Debtor's service address is 5330 Caramel Crest Lane, Charlotte, NC 28226.

² The Debtors in these chapter 11 cases, along with the last four digits of each entity's federal tax identification number, are as follows: 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).



WHEREAS, on February 1, 2023, the Court entered an Order [Case No. 23-90054, Dkt. No. 28] authorizing the Debtors to retain Kurtzman Carson Consultants LLC (the "Claims Agent") as claims, noticing, and solicitation agent to, among other things, maintain the official claims register in these bankruptcy cases (the "Claims Register").

WHEREAS, on March 13, 2023, the Court entered an Order [Case No. 23-90054, Dkt. No. 222] establishing (i) May 1, 2023, as the deadline for all non-governmental units to file proofs of claim (the "General Bar Date") and establishing (ii) July 31, 2023 as the deadline for all governmental units to file proofs of claim (the "Government Bar Date" and together with General Bar Date, the "Bar Dates").

WHEREAS, on March 31, 2023, the Debtors filed their respective Schedules of Assets and Liabilities [Case No. 23-90054, Dkt. Nos. 292–304] (as each may have been amended from time to time, the "Bankruptcy Schedules").

WHEREAS, on June 16, 2023, the Court entered an Order [Case No. 23-90054, Dkt. No. 749] confirming 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* [Case No. 23-90054, Dkt. No. 738] (the "Plan").³ The Plan became effective on October 6, 2023 (the "Effective Date") [Case No. 23-90054, Dkt. No. 922].

WHEREAS, the GUC Trustee has sole authority to object to and reconcile all General Unsecured Claims under the Plan, and the Plan Agent and/or the Wind-Down Debtors, as applicable, have authority to object to and reconcile all Non-GUC Claims. *See Plan* at 37, Art. VII.B.1.

³ Capitalized terms used but not defined herein shall have the meanings provided in the Plan unless otherwise noted.

Claims of The Sherwin-Williams Company

WHEREAS, the Bankruptcy Schedules list Diversified Brands as holding a General Unsecured Claim in the amount of \$234,474.41 (the "Scheduled Claim") [Case No. 23-90054, Dkt. No. 302, Schedule E/F, Part 2, #3.406]. The Scheduled Claim is not listed as contingent, disputed, or unliquidated.

WHEREAS, Diversified Brands and Sherwin-Williams are the same legal entity.

WHEREAS, on May 8, 2023, Sherwin-Williams filed Proof of Claim No. 619 asserting Claims for amounts owed by the Debtors as of the Petition Date, comprised of a 503(b)(9) Claim in the amount of \$19,922.13 (the "Sherwin 503(b)(9) Claim") and a general unsecured claim in the amount of \$199,189.34 (the "Sherwin General Unsecured Claim").

WHEREAS, on March 11, 2024, the GUC Trustee filed the *GUC Trustee's Third Omnibus Objection to Claims (Untimely Claims)* [Dkt. No. 35] (the "Objection") objecting to the Sherwin General Unsecured Claim because the Claim was filed after the General Bar Date.

WHEREAS, Sherwin Williams raised an informal response to the Objection, clarifying that Sherwin Williams is the same legal entity as Diversified Brands such that the Proof of Claim was timely filed as an amendment to the Scheduled Claim; contending that the issue raised in the Objection previously had been resolved consensually with Diversified Brands; and raising notice issues.

WHEREAS, in order to efficiently resolve the matters addressed herein without further litigation and without admission by the Parties, after good faith negotiations at arm's length, the Parties have agreed to resolve all objections and issues related to Sherwin-Williams's General Unsecured Claim on the terms set forth herein.

NOW, THEREFORE, THE PARTIES HEREBY STIPULATE AND AGREE, AND UPON APPROVAL AND ENTRY OF THIS STIPULATION BY THE COURT, IT IS HEREBY ORDERED AS FOLLOWS:

1. The above recitals are incorporated by reference into this Order with the same force and effect as if fully set forth hereinafter.

2. The Scheduled Claim of Diversified Brands [ScheduleID #3276262] is hereby disallowed in its entirety and shall be expunged from the Claims Register.

3. The Sherwin General Unsecured Claim portion of Proof of Claim No. 619 filed by Sherwin-Williams is hereby Allowed as a General Unsecured Claim in the amount of \$199,189.34, which shall be paid in accordance with the terms of the Plan. This Stipulation does not affect or impair the Sherwin 503(b)(9) Claim portion of Sherwin-Williams' Proof of Claim No. 619.

4. The Claims Agent is authorized and directed to update the Claims Register to reflect the terms and relief provided in this Stipulation and Agreed Order.

5. The Parties are authorized to take all actions necessary or appropriate to effectuate the terms of the Stipulation and Agreed Order.

6. The terms of this Stipulation and Agreed Order are effective and enforceable immediately upon approval and entry by the Court.

7. This Court retains jurisdiction with respect to all matters arising from or related to this Stipulation and Agreed Order, and the Parties consent to the Court's jurisdiction to resolve any such disputes or controversies.

8. This Stipulation may be executed by electronic means and the printed product of such shall constitute an original of this Stipulation. This Stipulation may be executed and delivered in multiple counterparts, each of which, when so executed and delivered, shall be and constitute an original and one and the same document.

AGREED AS TO FORM AND CONTENT:

Dated: July 2, 2024

/s/ Kyle Woodard

Joseph M. Coleman (SBN 0456610)
John J. Kane (SBN 24066794)
Kyle Woodard (SBN 24102661)
KANE RUSSELL COLEMAN LOGAN PC
901 Main Street, Suite 5200
Dallas, Texas 75202
Telephone: (214) 777-4200
Telecopier: (214) 777-4299
Email: jcoleman@krcl.com
Email: jkane@krcl.com
Email: kwoodard@krcl.com


Counsel for the Auto Parts GUC Trust

/s/ Tiffany Strelow Cobb

Tiffany Strelow Cobb
VORYS, SATER, SEYMOUR AND PEASE LLP
52 East Gay Street
Columbus, Ohio 43215
Tel.: (614) 464-8322
Email: tscobb@vorys.com

*Counsel for The Sherwin-Williams
Company*

Signed: July 10, 2024



Christopher Lopez
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
Auto Plus Auto Sales LLC
IEH BA LLC
Debtors

Case No. 23-90055-cml
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4

User: ADIuser

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Date Rcvd: Jul 10, 2024

Form ID: pdf002

Total Noticed: 17

The following symbols are used throughout this certificate:

Symbol **Definition**

+ Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jul 12, 2024:

Recip ID	Recipient Name and Address
db	+ AP Acquisition Company North Carolina LLC, 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144-3754
db	+ AP Acquisition Company Washington LLC, 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144-3754
db	+ Auto Plus Auto Sales LLC, 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144-3754
db	+ IEH AIM LLC, 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144-3754
db	+ IEH Auto Parts Holding LLC, 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144-3754
db	+ IEH Auto Parts Puerto Rico, Inc., 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144-3754
db	+ IEH BA LLC, 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144-3754
op	+ Kurtzman Carson Consultants, LLC dba Verita Global, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245-5614
cr	+ Nyler Shields, c/o Peter B. Geen, Jr., 80 Monroe Ave, Ste900, Memphis, TN 38103-2481

TOTAL: 9

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
cr	+ Email/Text: bankruptcy.legalnotice@cityofmesquite.com	Jul 10 2024 20:14:00	City of Mesquite, Grimes & Linebarger, LLP, c/o John K. Turner, 120 W Main Suite 201, Mesquite, TX 75149-4224
cr	+ Email/Text: julie.parsons@mvalaw.com	Jul 10 2024 20:14:00	Dallam County Appraisal District, McCreary, Veselka, Bragg & Allen, P.C., P.O. Box 1269, Round Rock, TX 78680-1269
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Jul 10 2024 20:15:00	Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o John K Turner, 2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr	+ Email/Text: collections@eucmail.com	Jul 10 2024 20:15:00	Easton Utilities, POB 1189, 219 N Washington St, Easton, MD 21601-3150
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Jul 10 2024 20:15:00	Irving ISD, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Jul 10 2024 20:15:00	Tarrant County, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr	+ Email/Text: julie.parsons@mvalaw.com	Jul 10 2024 20:14:00	The County of Dallam, Texas, McCreary, Veselka, Bragg & Allen, P.C., P.O. Box 1269, Round Rock, TX 78680-1269
cr	+ Email/Text: julie.parsons@mvalaw.com	Jul 10 2024 20:14:00	The County of Stephens, Texas, c/o McCreary, Veselka, Bragg & Allen, P.O. Box 1269, Round Rock, TX 78680-1269

TOTAL: 8

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a

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preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
tr		Michael D. Warner
cr		Disney Road Associates, LLC
intp		Edwin McCrary
intp		Jackson Walker LLP
op		Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, 3rd Floor, El Segundo
cr		RPT Hialeah I, LLC

TOTAL: 6 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jul 12, 2024

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on July 10, 2024 at the address(es) listed below:

Name	Email Address
Alicia Lenae Barcomb	on behalf of U.S. Trustee US Trustee alicia.barcomb@usdoj.gov
Christopher R. Bankler	on behalf of Plaintiff IEH Auto Parts Holding LLC cbankler@jw.com kgradney@jw.com
Edward L Ripley	on behalf of Defendant Elliot Auto Supply Co. Inc. eripley@andrewsmyers.com, sray@andrewsmyers.com
Emily Meraia	on behalf of Debtor Auto Plus Auto Sales LLC emeraia@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com
Evan Gershbein	on behalf of Other Prof. Kurtzman Carson Consultants LLC ECFpleadings@kccllc.com ecfpleadings@kccllc.com
Evan Gershbein	on behalf of Other Prof. Kurtzman Carson Consultants LLC dba Verita Global ECFpleadings@kccllc.com, ecfpleadings@kccllc.com
Jason Lee Boland	on behalf of Interested Party Jackson Walker LLP jason.boland@nortonrosefulbright.com
Jayson B. Ruff	on behalf of U.S. Trustee US Trustee jayson.b.ruff@usdoj.gov
Jennifer A Gehrt	on behalf of Creditor RPT Hialeah I LLC jgehart@bglaw.net
Jim D. Aycock	on behalf of Defendant Elliot Auto Supply Co. Inc. jaycock@andrewsmyers.com, plee@andrewsmyers.com
John Kendrick Turner	on behalf of Creditor Dallas County john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com
John Kendrick Turner	on behalf of Creditor City of Mesquite john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com
John Kendrick Turner	on behalf of Creditor Tarrant County john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com

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Total Noticed: 17

John Kendrick Turner
on behalf of Creditor Irving ISD john.turner@lgbs.com Dora.Casiano-Perez@lgbs.com;Dallas.Bankruptcy@lgbs.com

Julie Anne Parsons
on behalf of Creditor The County of Stephens Texas jparsons@mvbalaw.com,
vcovington@mvbalaw.com;kalexander@mvbalaw.com;julie.parsons@ecf.courtdrive.com

Julie Anne Parsons
on behalf of Creditor Dallam County Appraisal District jparsons@mvbalaw.com
vcovington@mvbalaw.com;kalexander@mvbalaw.com;julie.parsons@ecf.courtdrive.com

Julie Anne Parsons
on behalf of Creditor The County of Dallam Texas jparsons@mvbalaw.com,
vcovington@mvbalaw.com;kalexander@mvbalaw.com;julie.parsons@ecf.courtdrive.com

Kim Ellen Lewinski
on behalf of Interested Party Edwin McCrary klewinski@hirschwest.com aweiler@hirschwest.com

Kyle Woodard
on behalf of Trustee Michael D. Warner kwoodard@krcl.com kwoodard@ecf.courtdrive.com;ecf@krcl.com

Lisa Ann Powell
on behalf of Creditor Disney Road Associates LLC Lisa.Powell@fisherbroyles.com

Millie Aponte Sall
on behalf of U.S. Trustee US Trustee millie.sall@usdoj.gov

Susan Tran Adams
on behalf of Debtor IEH Auto Parts Holding LLC stran@ts-llp.com
stran@ts-llp.com;corraltransinghllp@jubileebk.net;ecf@mpatellaw.com

US Trustee
USTPRegion07.HU.ECF@USDOJ.GOV

Veronica Ann Polnick
on behalf of Debtor Auto Plus Auto Sales LLC vpolnick@jw.com
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com

Veronica Ann Polnick
on behalf of Debtor IEH Auto Parts Puerto Rico Inc. vpolnick@jw.com,
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com

Veronica Ann Polnick
on behalf of Debtor IEH BA LLC vpolnick@jw.com
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com

Veronica Ann Polnick
on behalf of Debtor AP Acquisition Company Washington LLC vpolnick@jw.com
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com

Veronica Ann Polnick
on behalf of Debtor AP Acquisition Company North Carolina LLC vpolnick@jw.com
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com

Veronica Ann Polnick
on behalf of Debtor IEH Auto Parts Holding LLC vpolnick@jw.com
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com

Veronica Ann Polnick
on behalf of Debtor IEH AIM LLC vpolnick@jw.com
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;steso@jw.com;dduhon@jw.com

Vianey Garza
on behalf of U.S. Trustee US Trustee vianey.garza@usdoj.gov

Zachary S McKay
on behalf of Debtor Auto Plus Auto Sales LLC zmckay@jw.com
kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;dduhon@jw.com

TOTAL: 32