

ENTERED

August 05, 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, DRiV AUTOMOTIVE INC., AND BECK ARNLEY HOLDINGS LLC**

[Relates to Claim Nos. 499 and 500]

Michael D. Warner, solely in his capacity as trustee (the "GUC Trustee") of the Auto Parts GUC Trust, DRiV Automotive Inc. ("DRiV"), and Beck Arnley Holdings LLC ("Beck Arnley," and together with DRiV and the GUC Trustee, the "Parties"), by and through the undersigned counsel, enter this Stipulation and Agreed Order (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

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).



of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas (the "Court").

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 ("KCC" or 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

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

applicable, have authority to object to and reconcile all Non-GUC Claims. *See Plan* at 37, Art. VII.B.1.

Claims of DRiV and Beck Arnley

WHEREAS, IEH Auto Parts LLC's Bankruptcy Schedules list (a) two General Unsecured Claims for Beck Arnley in the amounts of \$804.06 and \$120,926.06; (b) three General Unsecured Claims for Federal Mogul Motorparts, an affiliate of DRiV, in the amounts of \$855.86, \$68,761.27, and \$22,388,782.20; (c) a General Unsecured Claim for Monroe Auto Equipment Co., an affiliate of DRiV, in the amount of \$4,849,359.84; and (d) a General Unsecured Claim for Walker Manufacturing Company, an affiliate of DRiV, in the amount of \$4,277,458.58 (collectively, the "Scheduled Claims") [Case No. 23-90054, Dkt. No. 302, Schedule E/F, Part 2, #3.139, #3.141, #3.475, #3.477, #3.478, #3.809, and #3.1258].⁴ The holders of the Scheduled Claims, together with any other affiliates or subsidiaries of DRiV or Beck Arnley for which DRiV or Beck Arnley are legally entitled to bind such entities, are hereinafter referenced collectively as "Affiliates."

WHEREAS, on April 27, 2023, Beck Arnley filed Proof of Claim No. 499 asserting a Claim against IEH Auto Parts LLC in the total amount of \$409,758.39 as of the Petition Date, including a 503(b)(9) Claim in the amount of \$76,427.77 and a General Unsecured Claim in the amount of \$333,330.62. Beck Arnley's 503(b)(9) Claim has been paid and satisfied in full.

WHEREAS, on April 27, 2023, DRiV filed Proof of Claim No. 500 asserting a Claim against IEH Auto Parts LLC in the total amount of \$44,271,764.53 as of the Petition Date, including a 503(b)(9) Claim in the amount of \$4,963,555.63 and a General Unsecured Claim in the amount of \$39,308,208.90. DRiV's Proof of Claim No. 500 includes all amounts owed to

⁴ ScheduleID #3276017, #3276019, #3276328, #3276330, #3276331, #3276624, and #3277030 on KCC's Claims Register. Certain of the Scheduled Claims have previously been disallowed pursuant to the Court's Orders Sustaining the GUC Trustee's Fifth – Tenth Omnibus Objections to Claims [Case No. 23-90055, Dkt. Nos. 90-95].

Federal Mogul Motorparts, Monroe Auto Equipment Co., Walker Manufacturing Company, and any other Affiliates of DRiV.

WHEREAS, on December 20, 2023, the Court entered the *Stipulation and Agreed Order* between DRiV and the Debtors [Case No. 23-90054, Dkt. No. 1027] (the "DRiV Stipulation") reducing and capping DRiV's Allowed 503(b)(9) Claim in the amount of \$3,800,000. DRiV's 503(b)(9) Claim has been paid and satisfied in accordance with the DRiV Stipulation. The DRiV Stipulation did not reclassify any portion of DRiV's 503(b)(9) Claim to a General Unsecured Claim.

WHEREAS, on June 27, 2024, the GUC Trustee filed the *GUC Trustee's Eleventh Omnibus Objection to Claims (Reduced Claims)* [Dkt. No. 147] objecting to the amount of Beck Arnley's General Unsecured Claim asserted in Proof of Claim No. 499.

WHEREAS, the GUC Trustee disputes the amount of DRiV's General Unsecured Claim asserted in Proof of Claim No. 500.

WHEREAS, the Parties have engaged in good faith negotiations at arms' length to resolve the disputes as to DRiV and Beck Arnley's General Unsecured Claims.⁵ In order to efficiently resolve such matters without further litigation, and without admission by any of the Parties, the Parties have agreed to resolve all objections and disputes as to DRiV's and Beck Arnley's General Unsecured Claims 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 Stipulation and Agreed Order with the same force and effect as if fully set forth hereinafter.

⁵ DRiV and Beck Arnley have advised the GUC Trustee that they are affiliates and thus sought to have their Claims addressed together in this Stipulation and Agreed Order.

2. Each of the Scheduled Claims for Beck Arnley, Federal Mogul Motorparts, Monroe Auto Equipment Co., and Walker Manufacturing Company [including ScheduleID #3276017, #3276019, #3276328, #3276330, #3276331, #3276624, and #3277030] are hereby disallowed in their entirety and shall be expunged from the Claims Register.

3. Any Claims of DRiV, and any other Claims of DRiV's or Beck Arnley's Affiliates (as defined above), listed in the Debtors' Bankruptcy Schedules, if any, are hereby disallowed in their entirety and shall be expunged from the Claims Register.

4. Proof of Claim No. 499 filed by Beck Arnley is hereby Allowed as a General Unsecured Claim in the amount of \$333,330.62, which shall be paid in accordance with the terms of the Plan. This Stipulation and Agreed Order does not in any way affect or impair Beck Arnley's 503(b)(9) Claim.

5. Proof of Claim No. 500 filed by DRiV is hereby Allowed as a General Unsecured Claim in the amount of \$30,030,616.60, which shall be paid in accordance with the terms of the Plan. This Stipulation and Agreed Order does not in any way affect or impair DRiV's 503(b)(9) Claim or the DRiV Stipulation.

6. DRiV and Beck Arnley will not file or assert any further Claims against the Debtors, the Debtors' bankruptcy estates, or the Auto Parts GUC Trust. The amounts of Beck Arnley's and DRiV's General Unsecured Claims are capped at the Allowed amounts stated above. DRiV's 503(b)(9) Claim has been paid in accordance with the DRiV Stipulation and Beck Arnley's 503(b)(9) Claim has been satisfied and paid in full and these 503(b)(9) Claims are not subject to reclassification as General Unsecured Claims.

7. Beck Arnley represents and warrants that Claim No. 499 is the only Claim it holds against the Debtors, and it has not transferred or assigned Claim No. 499 to any third party. DRiV

represents and warrants that Claim No. 500 is the only Claim it holds against the Debtors, and it has not transferred or assigned Claim No. 500 to any third party. DRiV and Beck Arnley represent and warrant that none of their Affiliates (as defined above) hold any other Claims against the Debtors.

8. 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.

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

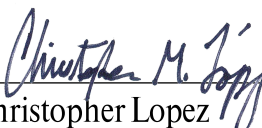
10. The terms of this Stipulation and Agreed Order are effective and enforceable immediately upon approval and entry by the Court.

11. 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.

12. This Stipulation and Agreed Order may be executed by electronic means and the printed product of such shall constitute an original of this Stipulation. This Stipulation and Agreed Order 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.

IT IS SO ORDERED.

Signed: August 05, 2024



Christopher Lopez
United States Bankruptcy Judge

AGREED AS TO FORM AND CONTENT:

Dated: August 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/ Chad J. Husnick

Chad J. Husnick, P.C. (admitted *pro hac vice*)
Alison J. Wirtz (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
333 West Wolf Point Plaza
Chicago, IL 60654
Tel.: (312) 862-2000
Fax: (312) 862-2200
Email: chad.husnick@kirkland.com
Email: alison.wirtz@kirkland.com

***Counsel for DRiV Automotive Inc. and
Beck Arnley Holdings LLC***

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

Page 1 of 3

Date Rcvd: Aug 05, 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 Aug 07, 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	Aug 05 2024 21:03:00	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	Aug 05 2024 21:02:00	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	Aug 05 2024 21:04:00	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	Aug 05 2024 21:04:00	Easton Utilities, POB 1189, 219 N Washington St, Easton, MD 21601-3150
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Aug 05 2024 21:04:00	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	Aug 05 2024 21:04:00	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	Aug 05 2024 21:02:00	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	Aug 05 2024 21:02:00	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

District/off: 0541-4
Date Rcvd: Aug 05, 2024

User: ADIuser
Form ID: pdf002

Page 2 of 3
Total Noticed: 17

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: Aug 07, 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 August 5, 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 jgehrt@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

District/off: 0541-4
Date Rcvd: Aug 05, 2024

User: ADIuser
Form ID: pdf002

Page 3 of 3
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