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 of IEH Auto Parts Holding LLC, Case No. 23-90054)

STIPULATION AND AGREED ORDER BY AND AMONG
THE GUC TRUSTEE AND STANDARD MOTOR PRODUCTS, INC.

[Re: Claim No. 770; ECF No. 470]

Michael D. Warner, solely in his capacity as trustee (the "GUC Trustee") of the Auto Parts GUC Trust (the "GUC Trust"), and Standard Motor Products Inc. ("SMP," and together with the GUC Trustee, the "Parties"), by and through the undersigned counsel, 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, ECF #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, ECF #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, ECF #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, ECF Nos. 292–304] (as each may have been amended from time to time, the "Bankruptcy Schedules"). Claims listed in the Debtors' Bankruptcy Schedules are referenced herein as "Scheduled Claims."

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

WHEREAS, the GUC Trustee has sole authority under the Plan to object to and reconcile all General Unsecured Claims[3] (or "GUC Claims"), and the Plan Agent and/or the Wind-Down Debtors, as applicable, have authority to object to and reconcile all Non-GUC Claims, including 503(b)(9) 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 Standard Motor Products Inc.

WHEREAS, IEH Auto Parts LLC's Bankruptcy Schedules listed the following General Unsecured Claims for SMP and its Affiliates:[4]

- $6,265,961.52 unliquidated General Unsecured Claim for SMP [Schedule ID 3276889; Case No. 23-90054, ECF #302, Sch. E/F, Part 2, #3.1105]; and
- $2,480,855.31 unliquidated General Unsecured Claim for an affiliate of SMP called Four Seasons [Schedule ID 3276350; Case No. 23-90054, ECF #302, Sch. E/F, Part 2, #3.1105].

WHEREAS, SMP's Scheduled General Unsecured Claim was disallowed and expunged pursuant to the Court's *Order Sustaining GUC Trustee's Seventh Omnibus Objection to Claims* [ECF #92], and Four Seasons' Scheduled General Unsecured Claim was disallowed and expunged pursuant to the Court's *Order Sustaining GUC Trustee's Fifth Omnibus Objection to Claims* [ECF #90].

WHEREAS, on April 20, 2023, SMP filed Proof of Claim No. 498 ("Claim No. 498") against IEH Auto Parts LLC in the total amount of $9,746,760.38, consisting of a 503(b)(9) Claim of $1,129,029.89 and a General Unsecured Claim of $8,617,730.49.

WHEREAS, on March 11, 2025, the Court entered a *Stipulation and Agreed Order between the Wind-Down Debtors and Standard Motor Products Inc.* [ECF #306] that, among other things, reduced and allowed SMP's 503(b)(9) Claim in the amount of $607,819.10 (the "Allowed 503(b)(9) Claim"). The Wind-Down Debtors have paid SMP's Allowed 503(b)(9) Claim in full.

WHEREAS, on April 30, 2025, SMP filed Proof of Claim No. 769 ("Claim No. 769") against IEH Auto Parts LLC in the total amount of $10,054,405.48, consisting of a 503(b)(9) Claim of $0.00 and a General Unsecured Claim of $10,054,405.48.

[4] "Affiliates" collectively refers to Four Seasons and any other SMP affiliates for which SMP has authority to legally bind to this Stipulation and Agreed Order, if any.

WHEREAS, on May 1, 2025, SMP filed Proof of Claim No. 770 ("Claim No. 770") against IEH Auto Parts LLC in the total amount of $9,746,760.38, consisting of a 503(b)(9) Claim of $821,384.79 and a General Unsecured Claim of $8,925,375.59.

WHEREAS, SMP's Claim No. 769 amended and superseded Claim No. 498, and SMP's Claim No. 770 amended and superseded Claim No. 769. SMP's Claim Nos. 498 and 769 were disallowed and expunged pursuant to the Court's *Order Sustaining GUC Trustee's Twenty-First Omnibus Objection to Claims* [ECF #484].

WHEREAS, on April 16, 2026, the GUC Trustee filed the *GUC Trustee's Twenty-First Omnibus Objection to Claims* [ECF #470] (the "Objection") seeking to, *inter alia*, reduce the amount of SMP's General Unsecured Claim asserted in Claim No. 770.

WHEREAS, the Parties have engaged in good faith, arm's length negotiations to resolve the GUC Trustee's Objection to SMP's General Unsecured Claim. To efficiently resolve such matters without further litigation, and without admission by any of the Parties, the Parties have agreed to resolve all disputes as to SMP'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 Stipulation and Agreed Order with the same force and effect as if fully set forth hereinafter.

2. Any Scheduled General Unsecured Claims of SMP or its Affiliates that have not been disallowed and expunged by prior Order of the Court, if any, are hereby disallowed in their entirety and shall be expunged from the Claims Register.

3. Claim No. 770 filed by SMP is hereby reduced and Allowed as a General Unsecured Claim in the reduced amount of **$7,906,091.00**, which shall be treated and paid in accordance with the terms of the Plan.

4. SMP is not entitled to and shall not receive any Distributions from the GUC Trust on account of any Claims other than Claim No. 770, as reduced and Allowed pursuant to this Stipulation and Agreed Order.

5. SMP's General Unsecured Claim is hereby capped at the Allowed amount set forth in the preceding paragraph. No portion of any Non-GUC Claim(s) filed or asserted by SMP, if any, shall be reclassified as part of its General Unsecured Claim. This Stipulation and Agreed Order does not affect or impair any Non-GUC Claims of SMP (including the Allowed 503(b)(9) Claim, which has been satisfied and paid in full) except to prohibit any such Non-GUC Claims, or any portion thereof, from being reclassified as a General Unsecured Claim.

6. SMP represents and warrants that (a) Claim No. 770 is the only Claim that it holds or asserts against the Debtors, their Estates, and/or the GUC Trust; (b) it has not transferred or assigned any Claim to any third party; and (c) none of its Affiliates hold or assert any other Claims against the Debtors, their Estates, and/or the GUC Trust. SMP shall not file or assert any further Claims against the Debtors, the Wind-Down Debtors, the Estates, or the GUC Trust.

7. 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.

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

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

10. 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.

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

Christopher Lopez
United States Bankruptcy Judge

AGREED AS TO FORM AND CONTENT:

Dated: June 22, 2026

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