

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

In re:)	Chapter 11
)	
IEH AUTO PARTS HOLDING LLC, <i>et al.</i> , ¹)	Case No. 23-90054 (CML)
)	
Debtors.)	(Jointly Administered)
)	Re: Docket No. 181

CERTIFICATE OF COUNSEL

Pursuant to the *Procedures for Complex Chapter 11 Cases in the Southern District of Texas*, the undersigned proposed counsel for the above-captioned debtors (collectively, the “Debtors”) certifies as follows:

1. On March 2, 2023, the Debtors filed the *Application to Retain Jackson Walker LLP as Counsel for the Debtors and Debtors In Possession* [Docket No. 181] (the “Application”).
2. The deadline for parties to file an objection to the relief requested in the Application was March 23, 2023 (the “Objection Deadline”). No objections were filed on the docket on or before the Objection Deadline. Proposed counsel to the Debtors received one informal response from the Office of the United States Trustee for the Southern District of Texas.
3. The undersigned counsel certifies that the attached proposed order resolves all known objections and responses that the Debtors received. A changed pages only redline

¹ The Debtor entities in these chapter 11 cases, along with the last four digits of each Debtor entity’s 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 Debtors’ service address is: 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144.



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reflecting the changes between the attached revised order and the original order filed with the Application is also attached hereto

4. The Debtors request that the Court enter the attached proposed order at the earliest convenience of the Court.

Houston, Texas
Dated: March 24, 2023

/s/ Veronica A. Polnick

JACKSON WALKER LLP

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*Proposed Counsel to the Debtors
and Debtors in Possession*

Certificate of Service

I certify that on March 24, 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/ Veronica A. Polnick

Veronica A. Polnick

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:

IEH AUTO PARTS HOLDING LLC, *et al.*,¹

Debtors.

)
) Chapter 11
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) Case No. 23-90054 (CML)
)
) (Jointly Administered)
)
) **RE: Docket No. 181**

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF JACKSON
WALKER LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION**

The Court, having considered the Application to Retain Jackson Walker LLP (the “Firm”) as Counsel for the Debtors and Debtors-in-Possession (the “Application”) pursuant to 11 U.S.C. §§ 327(a) and 330, filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), is of the opinion that the requested relief is in the best interest of the estates and their creditors; that the Firm represents no interest adverse to the estates in the matters upon which it is to be engaged and are disinterested persons within the definition of 11 U.S.C. § 101(14); and that the Application should be approved. It is therefore ORDERED THAT:

1. The Debtors are authorized to retain and employ the Firm as counsel upon the terms and conditions set forth in the Application as modified herein.
2. The Firm shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ Chapter 11 Cases in

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compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. For billing purposes, the Firm shall keep its time in one tenth (1/10) hour increments. The Firm shall use reasonable efforts to avoid any duplication of services provided by any of the Debtors' other chapter 11 professionals in these Chapter 11 Cases.

3. The Firm will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, the Firm will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Fed. R. Bankr. P. 2014(a).

4. The Firm shall not charge a markup to the Debtors with respect to fees billed by contract attorneys ("Contractors") who are hired by the Firm to provide services to the Debtors, and shall ensure that any such Contractors who are attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

5. To the extent the Application, Engagement Letter, or the Cavanaugh Declaration is inconsistent with this Order, the terms of this Order shall govern.

6. Notwithstanding anything to the contrary in the Application, the Firm shall not be entitled to reimbursement for fees and expenses incurred in connection with any objection to its fees absent further order of the Court.

7. To the extent further increases in rates set forth in the Application occur after entry of this Order, the Firm shall file a notice with the Court and give the Debtors, the U.S. Trustee, and counsel to the Committee notice of any increases in the rates set forth in the Application. The notice shall explain the basis for the requested rate increases in accordance with section

330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to the rate increase. The U.S. Trustee retains all rights to object to any hourly rate increases on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court may review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Houston, Texas

Dated: _____, 2023

CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE

2. The Firm shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. For billing purposes, the Firm shall keep its time in one tenth (1/10) hour increments. The Firm shall use reasonable efforts to avoid any duplication of services provided by any of the Debtors' other chapter 11 professionals in these Chapter 11 Cases.

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