

ENTERED

April 04, 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 MIDSTATE TOOL & SUPPLY, INC.**

Michael D. Warner, solely in his capacity as trustee (the "GUC Trustee") of the Auto Parts GUC Trust, and Midstate Tool & Supply, Inc. ("Midstate," and together with the GUC Trustee, the "Parties") 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 (collectively, the "Debtors")² filed voluntary petitions for relief under Chapter 11 of 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 (the "Claims Agent")

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).



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 and (ii) July 31, 2023 as the deadline for all governmental units to file proofs of claim.

WHEREAS, on March 31, 2023, the Debtors filed their respective Schedules of Assets and Liabilities [Case No. 23-90054, Dkt. Nos. 292–304] (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 [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 Wind-Down Debtors (as applicable) have authority to object to and reconcile all Non-GUC Claims. *See Plan* at 37, Art. VII.B.1.

WHEREAS, on August 10, 2023, the Court entered an Order [Case No. 23-90054, Dkt. No. 850] authorizing the Debtors and their successors, including the GUC Trustee, to file omnibus objections to Claims in accordance with the *Procedures for Filing Omnibus Claims Objections* attached thereto as Exhibit 1 (the "Omnibus Objection Procedures"). Pursuant to the Omnibus Objection Procedures, omnibus objections to Claims constitute separate contested matters under FED. R. BANKR. P. 9014 with respect to each Claim subject to the objection.

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

Claims of Midstate Tool & Supply, Inc.

WHEREAS, the Bankruptcy Schedules list Midstate as holding a General Unsecured Claim in the amount of \$36,164.51 [Case No. 23-90054, Dkt. No. 302 (Schedule E/F Line #3.788); Claims Register ScheduleID #3276604] (the "Scheduled Claim").

WHEREAS, on April 28, 2023, Midstate filed Proof of Claim No. 503 ("Claim #503") for amounts allegedly owed by the Debtors as of the Petition Date.

WHEREAS, on March 11, 2024, the GUC Trustee filed the *GUC Trustee's Ninth Omnibus Objection to Claims (Superseded Scheduled Claims: Claimants H-P)* [Case No. 23-90055, Dkt. No. 41] (the "Objection") objecting to the Scheduled Claim as being superseded by Claim #503.

WHEREAS, Midstate filed a Response to the Objection on March 20, 2024 [Case No. 23-90054, Dkt. No. 1063] (the "Response").

WHEREAS, after good faith negotiations at arm's length, the Parties agree to fully resolve the GUC Trustee's Objection and Midstate's Response 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. The Scheduled Claim is hereby disallowed in its entirety and shall be expunged from the Claims Register.
3. This Stipulation and Agreed Order does not in any way affect Claim #503 filed by Midstate; *provided, however*, that Claim #503 shall remain subject in all respects to any other or further objections filed or asserted by the GUC Trustee, the Plan Agent, and/or the Wind-Down Debtors, and Claim #503 shall be allowed or disallowed in accordance with the Plan and the other or further orders of this Court.

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.

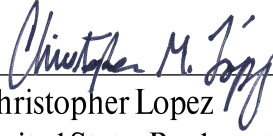
5. The Parties are authorized to take all actions necessary or appropriate to effectuate the terms of the Stipulation and Agreed Order. The terms of this Stipulation and Agreed Order are effective and enforceable immediately upon entry by the Court.

6. 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.

7. 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.

IT IS SO ORDERED.

Signed: April 04, 2024




Christopher Lopez
United States Bankruptcy Judge

AGREED AS TO FORM AND CONTENT:

DATED: ~~March~~ ^{April} 3, 2024

/s/ Kyle Woodard
Joseph M. Coleman (SBN 0456610)
John J. Kane (SBN 24066794)
Kyle Woodard (SBN 24102661)
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Counsel for the Auto Parts GUC Trust


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Midstate Tool & Supply, Inc.

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: Apr 04, 2024

Form ID: pdf002

Total Noticed: 14

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 Apr 06, 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

TOTAL: 7

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	Apr 04 2024 20:02:00	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	Apr 04 2024 20:02:00	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	Apr 04 2024 20:02:00	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: dallas.bankruptcy@LGBS.com	Apr 04 2024 20:02:00	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	Apr 04 2024 20:02:00	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	Apr 04 2024 20:02:00	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	Apr 04 2024 20:02:00	The County of Stephens, Texas, c/o McCreary, Veselka, Bragg & Allen, P.O. Box 1269, Round Rock, TX 78680-1269

TOTAL: 7

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 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

District/off: 0541-4
Date Rcvd: Apr 04, 2024

User: ADIuser
Form ID: pdf002

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Total Noticed: 14

op Kurtzman Carson Consultants LLC, 222 N. Pacific Coast Highway, 3rd Floor, El Segundo

TOTAL: 4 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: Apr 06, 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 April 4, 2024 at the address(es) listed below:

Name	Email Address
Christopher R. Bankler	on behalf of Plaintiff IEH Auto Parts Holding LLC cbankler@jw.com kgradney@jw.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
Jayson B. Ruff	on behalf of U.S. Trustee US Trustee jayson.b.ruff@usdoj.gov
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
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	

District/off: 0541-4
Date Rcvd: Apr 04, 2024

User: ADIuser
Form ID: pdf002

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Total Noticed: 14

on behalf of Debtor IEH Auto Parts Holding LLC stran@ts-llp.com
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US Trustee

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Veronica Ann Polnick

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Veronica Ann Polnick

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TOTAL: 25