

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

In re:	)	Chapter 11
)	
IEH AUTO PARTS HOLDING LLC,	)	Case No. 23-90054 (CML)
)	
Debtor.)	
)	
Tax I.D. No. 47-3476529)	

In re:	)	Chapter 11
)	
AP ACQUISITION COMPANY CLARK LLC,	)	Case No. 23-90053
)	
Debtor.)	
)	
Tax I.D. No. 36-4874531)	

In re:	)	Chapter 11
)	
AP ACQUISITION COMPANY GORDON LLC,	)	Case No. 23-90060
)	
Debtor.)	
)	
Tax I.D. No. 37-1865666)	

In re:	)	Chapter 11
)	
AP ACQUISITION COMPANY MASSACHUSETTS LLC,	)	Case No. 23-90062
)	
Debtor.)	
)	
Tax I.D. No. 82-3717581)	

In re:	)	Chapter 11
)	
AP ACQUISITION COMPANY MISSOURI LLC,)	Case No. 23-90063
)	
Debtor.)	
)	
Tax I.D. No. 82-2927840)	



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In re:)	Chapter 11
)	
AP ACQUISITION COMPANY NEW YORK LLC)	Case No. 23-90056
)	
Debtor.)	
)	
Tax I.D. No. 82-3727361)	
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In re:)	Chapter 11
)	
AP ACQUISITION COMPANY NORTH CAROLINA LLC,)	Case No. 23-90064
)	
Debtor.)	
)	
Tax I.D. No. (N/A))	
<hr/>)	
In re:	)	Chapter 11
)	
AP ACQUISITION COMPANY WASHINGTON LLC,)	Case No. 23-90061
)	
Debtor.)	
)	
Tax I.D. No. 82-2942773)	
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In re:)	Chapter 11
)	
AUTO PLUS AUTO SALES LLC,)	Case No. 23-90055
)	
Debtor.)	
)	
Tax I.D. No. 83-0546921)	
<hr/>)	
In re:	)	Chapter 11
)	
IEH AIM LLC,	)	Case No. 23-90065
)	
Debtor.)	
)	
Tax I.D. No. 47-3392233)	
<hr/>)	
In re:)	Chapter 11
)	
IEH AUTO PARTS LLC,)	Case No. 23-90057

)	
Debtor.)	
)	
Tax I.D. No. 47-3322066)	
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In re:)	Chapter 11
)	
IEH AUTO PARTS PUERTO RICO, INC.,)	Case No. 23-90058
)	
Debtor.)	
)	
Tax I.D. No. 86-1484539)	
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In re:)	Chapter 11
)	
IEH BA LLC,)	Case No. 23-90059
)	
Debtor.)	
)	(Joint Administration Requested)
Tax I.D. No. 47-3401428)	(Emergency Hearing Requested)
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**DEBTORS’ EMERGENCY MOTION FOR ENTRY OF
AN ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE
DEBTORS’ CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF**

Emergency relief has been requested. Relief is requested not later than 4:00 p.m. (prevailing Central Time) on February 1, 2023.

If you object to the relief requested or you believe that emergency consideration is not warranted, you must appear at the hearing if one is set, or file a written response prior to the date that relief is requested in the preceding paragraph. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

A hearing will be conducted on this matter on February 1, 2023, at 4:00 p.m. (prevailing Central Time) in Courtroom 401, 4th floor, 515 Rusk Street, Houston, Texas 77002. Participation at the hearing will only be permitted by an audio and video connection.

Audio communication will be by use of the Court’s dial-in facility. You may access the facility at (832) 917-1510. Once connected, you will be asked to enter the conference room number. Judge Lopez’s conference room number is 590153. Video communication will be by use of the GoToMeeting platform. Connect via the free GoToMeeting application or click the link on Judge Lopez’s homepage. The meeting code is “JudgeLopez”. Click the settings icon in the upper right corner and enter your name under the personal information setting.

Hearing appearances must be made electronically in advance of both electronic and in-person hearings. To make your appearance, click the “Electronic Appearance” link on Judge Lopez’s homepage. Select the case name, complete the required fields and click “Submit” to complete your appearance.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) state as follows in support of this motion (this “Motion”):¹

Relief Requested

1. The Debtors seek entry of an order, substantially in the form attached hereto (the “Order”), (a) directing procedural consolidation and joint administration of these chapter 11 cases and (b) granting related relief. Specifically, the Debtors request that one file and one docket be maintained for all of the jointly administered cases under the case of IEH Auto Parts Holding LLC, and that the cases be administered under a consolidated caption as follows:

**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)
)	

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.

2. The Debtors further request that this Court Order the foregoing caption satisfies the requirements set forth in section 342(c)(1) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”).

¹ On January 31, 2023 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Capitalized terms used but not otherwise defined in this Motion have the meanings ascribed to them in the *Declaration of Michael Neyrey, Chief Executive Officer of IEH Auto Parts Holding LLC, in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”) filed concurrently with this Motion.

3. The Debtors also request that docket entry, substantially similar to the following be entered on the docket of each of the Debtors other than IEH Auto Parts Holding LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Bankruptcy Rule 1015(b) and Local Rule 1015-1 for the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of each of the following: IEH Auto Parts Holding LLC 23-90054; AP Acquisition Company Clark LLC 23-90053; AP Acquisition Company Gordon LLC 23-90060; AP Acquisition Company Massachusetts LLC 23-90062; AP Acquisition Company Missouri LLC 23-90063; AP Acquisition Company New York LLC 23-90056; AP Acquisition Company North Carolina LLC 23-90064; AP Acquisition Company Washington LLC 23-90061; Auto Plus Auto Sales LLC 23-90055; IEH AIM LLC 23-90065; IEH Auto Parts LLC 23-90057; IEH Auto Parts Puerto Rico, Inc. 23-90058; and IEH BA LLC 23-90059. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 23-90054 (CML).

4. Finally, the Debtors seek authority to (a) file the monthly operating reports and post-effective date quarterly operating reports as required in the United States Trustee for the Southern District of Texas's ("U.S. Trustee") *Region 7 Guidelines for Debtors-in-Possession* on a consolidated basis and (b) track and break out disbursements on a debtor-by-debtor basis in each report.

Jurisdiction and Venue

5. The United States Bankruptcy Court for the Southern District of Texas (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court.

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The bases for the relief requested herein are section 105(a) of the Bankruptcy Code, rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rules

1015-1 and 9013-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

Basis for Relief

8. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. The Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Thus, the Bankruptcy Code and Bankruptcy Rules authorize the Court to grant the relief requested herein.

9. Local Rule 1015-1 provides additional authority for the Court to order joint administration of these chapter 11 cases. *See* Local Bankr. R. 1015-1 (stating the procedure for filing motions and proposed orders for joint administration). The Debtors have filed this motion in compliance with the Local Rules.

10. Joint administration for procedural purposes only is appropriate in the Debtors’ cases. Given the integrated nature of the Debtors’ operations, joint administration will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each Debtor entity. Joint administration will allow the U.S. Trustee and all parties in interest to monitor these chapter 11 cases efficiently and with greater ease, as all filings will be available on one docket rather than across 13 dockets.

11. Moreover, joint administration will not adversely affect the Debtors’ respective constituencies because this motion seeks only administrative, not substantive, consolidation of the Debtors’ estates. In fact, parties in interest will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. The entry of an order directing joint administration will reduce fees and costs by avoiding duplicative filings. Parties in interest will

still receive notices as required in the Bankruptcy Rules and the Local Rules or pursuant to this Court's orders. The Debtors submit that the joint administration of these chapter 11 cases is in the best interests of their estates, their creditors, and all other parties in interest.

Emergency Consideration

12. The Debtors request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first 21 days after the commencement of a chapter 11 case "to the extent that relief is necessary to avoid immediate and irreparable harm," and Bankruptcy Local Rule 9013-1(i). This Motion requests relief from procedural rules and requirements that pertain to matters of immediate significance or which involve deadlines sooner than 21 days after the Petition Date. The relief will save costs and avoid undue administrative burden and confusion only if granted immediately. The Debtors have satisfied the "immediate and irreparable harm" standard of Bankruptcy Rule 6003 and request that the Court approve the relief requested in this Motion on an emergency basis.

Notice

13. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (a) the U.S. Trustee for the Southern District of Texas; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to the Prepetition Lender; (d) counsel to the proposed DIP Lender; (e) the Office of the United States Attorney for the Southern District of Texas; (f) the state attorneys general for states in which the Debtors conduct business; (g) the Internal Revenue Service; (h) the Securities and Exchange Commission; (i) the Environmental Protection Agency; (j) other governmental agencies having a regulatory or statutory interest in these cases; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, no other or further notice need be given.

The Debtors request that the Court enter the Order granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Houston, Texas
Dated: January 31, 2023

/s/ Veronica A. Polnick

JACKSON WALKER LLP

Matthew D. Cavanaugh (TX Bar No. 24062656)

Veronica A. Polnick (TX Bar No. 24079148)

Vienna Anaya (TX Bar No. 24091225)

Emily Meraia (TX Bar No. 24129307)

1401 McKinney Street, Suite 1900

Houston, TX 77010

Telephone: (713) 752-4200

Facsimile: (713) 752-4221

Email: mcavanaugh@jw.com

vpolnick@jw.com

vanaya@jw.com

emeraia@jw.com

*Proposed Counsel to the Debtors
and Debtors in Possession*

Certificate of Accuracy

I certify that the foregoing statements are true and accurate to the best of my knowledge. This statement is being made pursuant to Bankruptcy Local Rule 9013-1(i).

/s/ Veronica A. Polnick

Veronica A. Polnick

Certificate of Service

I certify that, on January 31, 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

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AP ACQUISITION COMPANY MISSOURI LLC,)	Case No. 23-90063
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In re:)	Chapter 11
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IEH BA LLC,)	Case No. 23-90059
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Debtor.)	(Joint Administration Requested)
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Tax I.D. No. 47-3401428)	Re: Docket No. _____
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ORDER (I) DIRECTING JOINT ADMINISTRATION OF THE DEBTORS’ CHAPTER 11 CASES AND (II) GRANTING RELATED RELIEF

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) (a) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only and (b) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and this Court having found that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were appropriate and no other

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court, if any (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is ORDERED THAT:

1. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 23-90054 (CML). All of the jointly administered cases previously assigned to Judge Jones are transferred to Judge Lopez.

2. The following checked items are ordered

- a. One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
- b. Parties may request joint hearings on matters pending in any of the jointly administered cases.
- c. Other: see below.

3. The caption of the jointly administered cases should read as follows:

**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)
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Debtors.)	(Jointly Administered)
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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.

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the Debtors other than IEH Auto Parts Holding LLC to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Bankruptcy Rule 1015(b) and Local Rule 1015-1 for the United States Bankruptcy Court for the Southern District of Texas directing joint administration for procedural purposes only of the chapter 11 cases of each of the following: IEH Auto Parts Holding LLC 23-90054; AP Acquisition Company Clark LLC 23-90053; AP Acquisition Company Gordon LLC 23-90060; AP Acquisition Company Massachusetts LLC 23-90062; AP Acquisition Company Missouri LLC 23-90063; AP Acquisition Company New York LLC 23-90056; AP Acquisition Company North Carolina LLC 23-90064; AP Acquisition Company Washington LLC 23-90061; Auto Plus Auto Sales LLC 23-90055; IEH AIM LLC 23-90065; IEH Auto Parts LLC 23-90057; IEH Auto Parts Puerto Rico, Inc. 23-90058; and IEH BA LLC 23-90059. All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 23-90054 (CML).

6. The Debtors shall maintain, and the Clerk of the Court shall keep, one consolidated docket, one file, and one consolidated service list for these chapter 11 cases.

7. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases, and this Order shall be without prejudice to the rights of the Debtors to seek entry of an order substantively consolidating their respective cases.

8. A separate claims registry shall be maintained for each Debtor.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

11. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2023

CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE