

**ENTERED**

February 01, 2023

Nathan Ochsner, Clerk

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

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In re:	)	
	)	Chapter 11
IEH AUTO PARTS HOLDING LLC, <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 23-90054 (CML)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. 10</b>

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**ORDER (I) AUTHORIZING THE DEBTORS  
TO HONOR AND CONTINUE THEIR EMPLOYEE COMPENSATION  
AND BENEFITS PROGRAMS AND (II) GRANTING RELATED RELIEF**

Upon the (the “Motion”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) authorizing the Debtors to honor and continue their employee compensation and benefits programs 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); that it may enter a final order consistent with Article III of the United States Constitution; that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and that the Debtors’ notice of the Motion and opportunity for a hearing on the Motion were

<sup>1</sup> 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.



appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested 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; 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 Debtors are authorized to continue or modify, change, or discontinue the Employee Compensation and Benefits Programs and to honor and pay, in the ordinary course and in accordance with the Debtors' prepetition policies and prepetition practices, any obligations on account of the Employee Compensation and Benefits Programs, irrespective of whether such obligations arose prepetition or postpetition; provided that, the Debtors will provide notice to the U.S. Trustee and any statutory committee of any material changes to Employee Compensation and Benefits Programs or of any new programs, policies, and benefits.

2. The Debtors are authorized to forward any unpaid amounts on account of Deductions or Payroll Taxes to the appropriate third-party recipients or taxing authorities in accordance with the Debtors' prepetition policies and practices.

3. The Debtors are authorized, but not directed, to pay any amounts due on account of Reimbursable Expenses and the Fringe Benefit Programs.

4. Notwithstanding anything else contained herein, (a) any relief granted herein, including any payment to be made or authorization contained hereunder, shall be subject in all respects to the terms and conditions of, including all requirements imposed upon the Debtors under, any interim or final order of the Court in these chapter 11 cases approving the postpetition secured financing facility and authorizing the use of cash collateral (as may be modified, amended

or supplemented, the “DIP Orders”) (including, without limitation, the budget required in connection therewith)) the DIP Term Sheet, and the DIP Documents (each as defined in the DIP Orders) approved therein and (b) to the extent there is any inconsistency between the terms and conditions of such DIP Orders or DIP Documents and any action taken or proposed to be taken hereunder, the terms and conditions of such DIP Orders, the DIP Term Sheet, or DIP Documents shall control.

5. Debtors shall not pay any amounts to “insiders” of the Debtors as that term is defined in section 101(31) of the Bankruptcy Code under any bonus, incentive or retention plan without seeking authority from the Court.

6. The Debtors are authorized, but not directed, in their discretion to continue the Bonus Program and the Severance Practices and to pay and honor any amounts related to the Bonus Program and the Severance Practices in the ordinary course of business and consistent with past practices. Before making any payments on account of the Bonus Program and the Severance Practice in excess of \$50,000 to any individual, the Debtors shall provide five (5) days’ advance notice to the U.S. Trustee and any statutory committee appointed in these chapter 11 cases of (a) the title of the recipient, (b) the amount of the payment to such recipient, and (c) the proposed payment date.

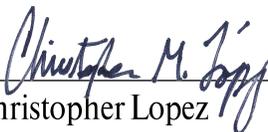
7. Notice of the Motion is deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

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

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

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

Signed: February 01, 2023

  
\_\_\_\_\_  
Christopher Lopez  
United States Bankruptcy Judge

United States Bankruptcy Court  
Southern District of Texas

In re:  
IEH Auto Parts Holding LLC  
Debtor

Case No. 23-90054-cml  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 0541-4  
Date Rcvd: Feb 01, 2023

User: ADIuser  
Form ID: pdf002

Page 1 of 3  
Total Noticed: 6

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 Feb 03, 2023:**

Recip ID	Recipient Name and Address
db	+ IEH Auto Parts Holding LLC, 112 Townpark Drive NW, Suite 300, Kennesaw, GA 30144-3754
intp	+ Kurtzman Carson Consultants LLC, 222 N Pacific Coast Highway, Suite 300, El Segundo, CA 90245-5614

TOTAL: 2

**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@abernathy-law.com	Feb 01 2023 20:24:00	COLLIN COUNTY TAX ASSESSOR/COLLECTOR, Abernathy, Roeder, Boyd & Hullett, P.C., 1700 Redbud Blvd., Suite 300, McKinney, TX 75069-3276
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Feb 01 2023 20:24:00	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	Feb 01 2023 20:24:00	Irving ISD, Linebarger Goggan Blair & Samspon, LLP, c/o John K. Turner, 2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328
cr	+ Email/Text: dallas.bankruptcy@LGBS.com	Feb 01 2023 20:24:00	Tarrant County, Linebarger Goggan Blair & Sampson, LLP, c/o John K. Turner, 2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328

TOTAL: 4

## 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
cr		American Entertainment Properties Corp.
cr		Interstate Batteries, Inc.
cr		The Pep Boys Manny, Moe & Jack LLC

TOTAL: 3 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.**

District/off: 0541-4  
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Form ID: pdf002

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Total Noticed: 6

Date: Feb 03, 2023

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 February 1, 2023 at the address(es) listed below:

Name	Email Address
Andrew Jimenez	on behalf of U.S. Trustee US Trustee andrew.jimenez@usdoj.gov aubrey.thomas@usdoj.gov
Camisha Lashun Simmons	on behalf of Creditor Interstate Batteries Inc. camisha@simmonslegal.solutions
Elizabeth Carol Freeman	on behalf of Debtor IEH Auto Parts Holding LLC liz@lizfreemanlaw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net
Emily Flynn	on behalf of Debtor IEH Auto Parts Holding LLC emeraia@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com
Evan Gershbein	on behalf of Interested Party Kurtzman Carson Consultants LLC ECFpleadings@kccllc.com ecfpleadings@kccllc.com
Jason Lee Boland	on behalf of Creditor The Pep Boys Manny Moe & Jack LLC jason.boland@nortonrosefulbright.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 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
Maegan Quejada	on behalf of Creditor American Entertainment Properties Corp. mquejada@sidley.com txefilingnotice@sidley.com;maegan-quejada-3302@ecf.pacerpro.com;efilingnotice@sidley.com
Matthew D Cavanaugh	on behalf of Debtor AP Acquisition Company New York LLC mcavanaugh@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net
Matthew D Cavanaugh	on behalf of Debtor AP Acquisition Company Massachusetts LLC mcavanaugh@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net
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Matthew D Cavanaugh	on behalf of Debtor IEH AIM LLC mcavanaugh@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net
Matthew D Cavanaugh	on behalf of Debtor AP Acquisition Company North Carolina LLC mcavanaugh@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net
Matthew D Cavanaugh	on behalf of Debtor IEH Auto Parts Holding LLC mcavanaugh@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net
Matthew D Cavanaugh	on behalf of Debtor AP Acquisition Company Gordon LLC mcavanaugh@jw.com kgradney@jw.com;dtrevino@jw.com;jpupo@jw.com;JacksonWalkerLLP@jubileebk.net
Paul M. Lopez	on behalf of Creditor COLLIN COUNTY TAX ASSESSOR/COLLECTOR bankruptcy@abernathy-law.com
US Trustee	USTPRegion07.HU.ECF@USDOJ.GOV
Veronica Ann Polnick	on behalf of Debtor Auto Plus Auto Sales LLC vpolnick@jw.com

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Vienna Flores Anaya

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TOTAL: 28