

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WHEEL PROS, LLC, *et al.*,¹

Reorganized Debtors.

)
) Chapter 11
)
) Case No. 24-11939 (JTD)
)
) (Jointly Administered)
)

**REORGANIZED DEBTORS' MOTION FOR
ENTRY OF A FINAL DECREE (A) CLOSING THE REORGANIZED
DEBTORS' CHAPTER 11 CASES AND (B) GRANTING RELATED RELIEF**

The above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and before the Effective Date of the Plan, the “Debtors”) respectfully state the following in support of this motion:²

Preliminary Statement

1. On October 15, 2024, the Court entered the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement For, and Confirming, the Amended Joint Prepackaged Plan of Reorganization of Wheel Pros, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code, and (II) Granting Related Relief* [Docket No. 255] (the

¹ The last four digits of Reorganized Debtor Wheel Pros, LLC’s federal tax identification number are 5738. A complete list of each of the Reorganized Debtors in these chapter 11 cases and each such Reorganized Debtor’s federal tax identification number may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://cases.stretto.com/WheelPros>. The location of Reorganized Debtor Wheel Pros, LLC’s principal place of business and the Reorganized Debtors’ service address in these chapter 11 cases is 5347 S Valentia Way, Suite 200, Greenwood Village, Colorado 80111.

² A detailed description of the Reorganized Debtors and their business, including the facts and circumstances giving rise to the Reorganized Debtors’ chapter 11 cases, is set forth in the *Declaration of Vance Johnston, Chief Executive Officer of Wheel Pros, LLC, in Support of Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”) [Docket No. 6]. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration or in the *Joint Prepackaged Plan of Reorganization of Wheel Pros, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as amended, supplemented, or otherwise modified from time to time, the “Plan”) [Docket No. 5], as applicable.

“Confirmation Order”) confirming the Plan. The Plan was substantially consummated and the Reorganized Debtors emerged from chapter 11 on December 2, 2024 [Docket No. 359].

2. As of the date hereof, the Reorganized Debtors have resolved or reinstated all outstanding prepetition claims and made all applicable distributions on account of such claims in a manner consistent with the Plan. The services of Stretto, Inc. (“Stretto”) will terminate upon Stretto completing the services set forth in the Final Decree. All matters related to professional fees have been resolved. Moreover, pursuant to Article III.B of the Plan, the Reorganized Debtors will continue to resolve any outstanding claims in the ordinary course of their businesses.

3. The Reorganized Debtors believe that their chapter 11 cases are fully administered and that leaving the Reorganized Debtors’ chapter 11 cases open any longer would impose unnecessary costs on the Reorganized Debtors. Accordingly, the Reorganized Debtors request entry of the Final Decree (as defined herein).

Relief Requested

4. By this motion, the Reorganized Debtors seek entry of a final decree substantially in the form attached hereto as **Exhibit A** (the “Final Decree”): (a) closing the Reorganized Debtors’ chapter 11 cases, and (b) granting related relief.

Jurisdiction and Venue

5. The United States District Court for the District of Delaware has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to the United States Bankruptcy Court for the District of Delaware (the “Court”) under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. The Reorganized Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection

with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

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

7. The statutory bases for the relief requested herein are section 350(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 3022-1(c) of the Local Rules.

Background

8. On September 8, 2024, each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. During the pendency of their chapter 11 cases, the Debtors operated their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No party requested the appointment of a trustee or examiner, and no official committees were appointed in these chapter 11 cases.

9. On September 10, 2024, the Court entered an order granting procedural consolidation and joint administration of the following cases under *In re Wheel Pros, LLC, et al.* [Docket No. 83] (the “Joint Administration Order”):

Debtor	Case No.
Wheel Pros, LLC	24-11939 (JTD)
Wheel Pros Intermediate, Inc.	24-11962 (JTD)
Wheel Pros, Inc.	24-11965 (JTD)
WP NewCo Holdco, LLC	24-11953 (JTD)
WP NewCo, LLC	24-11959 (JTD)
TAP Automotive Holdings, LLC	24-11960 (JTD)
TAP Manufacturing, LLC	24-11949 (JTD)
TAP Worldwide, LLC	24-11951 (JTD)

Debtor	Case No.
Throtl Inc.	24-11940 (JTD)
Hoonigan, LLC	24-11955 (JTD)
Hoonigan Industries, LLC	24-11946 (JTD)
43 Racing, LLC	24-11944 (JTD)
WPM Holdings, LLC	24-11961 (JTD)
Mobile Hi-Tech Wheels, LLC	24-11963 (JTD)
Just Wheels & Tires LLC	24-11954 (JTD)
TRS Holdco, LLC	24-11943 (JTD)
The Retrofit Source, LLC	24-11952 (JTD)
Morimoto Lighting LLC	24-11957 (JTD)
Defoor Products, LLC	24-11948 (JTD)
MF Equipment, LLC	24-11958 (JTD)
MF IP Holding, LLC	24-11942 (JTD)
Teraflex, Inc.	24-11964 (JTD)
Wheel Pros Parent II, Inc.	24-11947 (JTD)
Wheel Pros Parent, Inc.	24-11956 (JTD)
Wheel Pros Intermediate Holdings, Inc.	24-11945 (JTD)
Wheel Pros Holdings, L.P.	24-11941 (JTD)
American Racing Equipment, Inc.	24-11950 (JTD)

10. On October 15, 2024, the Court entered the Confirmation Order. *See* Docket No. 255.

11. The Plan became effective on December 2, 2024 (the “Effective Date”). *See Notice of (I) Entry of Order Approving the Debtors’ Disclosure Statement For, and Confirming, the*

Debtors' Amended Joint Prepackaged Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code and (II) Occurrence of Effective Date [Docket No. 359].

12. Prior to the Effective Date, approximately 143 proofs of claim were filed in these chapter 11 cases. Pursuant to Article III of the Plan, as of the Effective Date, all Allowed Other Secured Claims, Allowed Priority Claims, and Allowed General Unsecured Claims were either paid in full in cash or provided some other treatment, either as of the Effective Date or to be provided in the ordinary course of the Reorganized Debtors' business, rendering them unimpaired in accordance with section 1124 of the Bankruptcy Code. Further, pursuant to Article II of the Plan, all Allowed Administrative Claims, "[e]xcept with respect to the Professional Fee Claims and Claims for fees and expenses pursuant to section 1930 of chapter 123 of the Judicial Code" and except to the extent that any "Holder has been paid by any Debtors on account of such Allowed Administrative Claim prior to the Effective Date, each Holder of an Allowed Administrative Claim will receive in full and final satisfaction of its Allowed Administrative Claim an amount of Cash equal to the amount of such Allowed Administrative Claim" in accordance with the terms of the Plan. Thus, each Holder of an Allowed Other Secured Claim, Allowed Priority Claim, Allowed General Unsecured Claim, and Allowed Administrative Claim has been or will be compensated in full or sufficiently to be considered unimpaired under the Bankruptcy Code. Notwithstanding the above, nothing contained in this paragraph 12 or elsewhere in this Motion is intended or shall be construed to be a waiver of the Reorganized Debtors' or any other party in interest's right to dispute any claim on any grounds.

13. Further, Article II.D. of the Plan, required that all fee applications for retained professionals be filed no later than forty-five days after the Effective Date. As of the date hereof,

all retained professionals' fees have filed fee applications and such fee applications have been approved by the Court.

14. The Reorganized Debtors are not aware of any material motions, contested matters, or adversary proceedings related to the Reorganized Debtors that are pending or have not otherwise been finally resolved. Accordingly, the Reorganized Debtors request entry of the Final Decree closing the Reorganized Debtors' chapter 11 cases.

Basis for Relief

15. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” Local Rule 3022-1(a) provides “[u]pon written motion, a party in interest may seek the entry of a final decree at any time after the confirmed plan has been fully administered provided that all required fees due under 28 U.S.C. § 1930 have been paid.”

16. The term “fully administered” is not defined in the Bankruptcy Code, the Bankruptcy Rules, or the Local Rules. The Advisory Committee Note to Bankruptcy Rule 3022 (the “Advisory Committee Note”), however, sets forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;

- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payments under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

Fed. R. Bankr. P. 3022 Advisory Committee Note.

17. All of these factors need not be present before a court will enter a final decree. *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the [Advisory] Committee Note need not be present before the Court will enter a final decree.”). Courts in this district and others adopt the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re SLI, Inc.*, 2005 WL 1668396, at *2 (Bankr. D. Del. June 24, 2005) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768–69 (Bankr. N.D. Ill. 1990)); *see also In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (same).

18. Furthermore, courts may consider both the substantial consummation of a plan of reorganization and the prevention of further accrual of fees under 28 U.S.C. § 1930(a)(6) (“Section 1930 Fees”) as relevant factors in determining whether to issue a final decree. *See, e.g., In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same);³ *In re Junior Food Mart of Arkansas, Inc.*, 201 B.R. 522, 524 (Bankr. E.D.

³ Section 1101(2) of the Bankruptcy Code defines substantial consummation as the: “(A) transfer of all or substantially all of the property proposed by the plan to be transferred; (B) assumption by the debtor or by the

Ark. 1996) (closing case “in order that no further [Section 1930] [F]ees accrue”); *Jay Bee*, 207 B.R. at 539 (concluding that “it seems appropriate to close this case to stop the financial drain on the debtor” on account of the continuing accrual of Section 1930 Fees).

19. The foregoing factors weigh strongly in favor of finding that the Reorganized Debtors’ chapter 11 cases have been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter the Final Decree. In particular:

- a. the Confirmation Order has become final;
- b. substantially all distributions provided for under the Plan for classified claims have been made and any remaining distributions will be made in the ordinary course of the Reorganized Debtors’ businesses;
- c. all material transactions contemplated by the Plan have been completed and the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code;
- d. the Reorganized Debtors have assumed the business and management of the assets of the Debtors as reorganized entities;
- e. the Reorganized Debtors have emerged from chapter 11; and
- f. parties in interest are not unfairly prejudiced as these chapter 11 cases may be reopened, if necessary.

Furthermore, the entry of the Final Decree closing the Reorganized Debtors’ chapter 11 cases is without prejudice to party in interests’ rights to petition the Court to reopen any of these cases pursuant to section 350(b) of the Bankruptcy Code. *See* Bankruptcy Rule 5010.

20. As noted above, the Reorganized Debtors are not aware of any motions, contested matters, or adversary proceedings related to the Reorganized Debtors that are pending or have not

successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and (C) commencement of distribution under the plan.”

otherwise been finally resolved. Section 1930(a)(6) of title 28 of the U.S. Code requires that quarterly fees be paid to the U.S. Trustee after confirmation and consummation of a chapter 11 plan until a debtor's case is closed. The Reorganized Debtors will make any final payments due to the U.S. Trustee and the Clerk of the Court as they come due. As such, closing the chapter 11 cases complies with Local Rule 3022-1.

21. For the foregoing reasons, the Reorganized Debtors request that the Court enter the Final Decree closing the chapter 11 cases.

22. The Reorganized Debtors also request entry of an order terminating the claims and noticing services (the "Claims and Noticing Services") provided by Stretto pursuant to the *Order Authorizing Retention and Appointment of Stretto, Inc. as Claims and Noticing Agent* [Docket No. 10] (the "Stretto Retention Order"). Upon termination of the Claims and Noticing Services, and except as otherwise provided herein, Stretto shall have no further obligations under the Stretto Retention Order to the Court, the Debtors, the Reorganized Debtors, or any other party in interest with respect to the Claims and Noticing Services in the Cases.

23. Pursuant to Local Rule 2002-1(f)(ix), within twenty-eight days of entry of the Final Decree, Stretto will (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, and (c) docket a final claims register.

The Closing Report

24. In accordance with the requirements of Local Rule 3022-1(c), attached hereto as **Exhibit B** is the closing report, which includes a summary of the fees and expenses awarded to the professionals retained pursuant to section 327 of the Bankruptcy Code by the Debtors and

Reorganized Debtors during these chapter 11 cases, as well as additional information regarding distributions made pursuant to the Plan.

Reservation of Rights

25. The Reorganized Debtors reserve their right to seek to reopen these chapter 11 cases.

Notice

26. The Reorganized Debtors will provide notice of this motion to the following parties of their respective counsel: (a) the United States Trustee for the District of Delaware; (b) the holders of the thirty largest unsecured claims against the Debtors (on a consolidated basis); (c) counsel to certain of the DIP Term Loan Lenders and the Ad Hoc Group; (d) counsel to the DIP ABL Agent and the Prepetition ABL Agent; (e) counsel to certain of the DIP Term Loan Lenders and SVP; (f) counsel to the Sponsor; (g) the office of the attorney general for each of the states in which the Reorganized Debtors operate; (h) the United States Attorney's Office for the District of Delaware; (i) the Internal Revenue Service; and (j) any party that has requested notice pursuant to Bankruptcy Rule 2002 (the "Notice Parties"). The Reorganized Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

27. No prior request for the relief sought in this motion has been made to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Reorganized Debtors respectfully request entry of the Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as is just and proper.

Dated: January 24, 2025
Wilmington, Delaware

/s/ Laura Davis Jones

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Co-Counsel for the Reorganized Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
WHEEL PROS, LLC, <i>et al.</i> , ¹	)	
	)	Case No. 24-11939 (JTD)
Reorganized Debtors.	)	
	)	(Jointly Administered)

Objection Deadline: February 7, 2025 at 4:00 p.m. (ET)
Hearing Date: To be scheduled if necessary

**NOTICE OF REORGANIZED DEBTORS' MOTION FOR
ENTRY OF A FINAL DECREE (A) CLOSING THE REORGANIZED
DEBTORS' CHAPTER 11 CASES AND (B) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that the above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and before the Effective Date² of the Plan, the “Debtors”) filed the *Reorganized Debtors’ Motion for Entry of a Final Decree (A) Closing the Reorganized Debtors’ Chapter 11 Cases and (B) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). A copy of the Motion is attached hereto.

PLEASE TAKE FURTHER NOTICE that any response or objection with respect to the relief sought in the Motion must be filed with the Bankruptcy Court on or before **February 7, 2025 at 4:00 p.m. prevailing Eastern Time.**

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon: (a) the Reorganized Debtors, 5347 S Valentia Way,

¹ The last four digits of Reorganized Debtor Wheel Pros, LLC’s federal tax identification number are 5738. A complete list of each of the Reorganized Debtors in these chapter 11 cases and each such Reorganized Debtor’s federal tax identification number may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://cases.stretto.com/WheelPros>. The location of Reorganized Debtor Wheel Pros, LLC’s principal place of business and the Reorganized Debtors’ service address in these chapter 11 cases is 5347 S Valentia Way, Suite 200, Greenwood Village, Colorado 80111.

² Capitalized terms used but not defined herein have the same meaning as set forth in the Motion.

Suite 200, Greenwood Village, Colorado 80111, Attn.: Vance Johnston (vance.johnston@hoonigan.com) and Kyle Pederson (kyle.pederson@hoonigan.com); (b) co-counsel to the Reorganized Debtors (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Steven N. Serajeddini, P.C. (steven.serajeddini@kirkland.com) and Erica Clark (erica.clark@kirkland.com); (ii) Kirkland & Ellis LLP, 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn.: Anup Sathy, P.C. (anup.sathy@kirkland.com), Yusuf Salloum (yusuf.salloum@kirkland.com) and Ashley L. Surinak (ashley.surinak@kirkland.com); and (iii) Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, P.O. Box 8705, Wilmington, Delaware 19899-8705 (Courier 19801), Attn.: Laura Davis Jones (ljones@pszjlaw.com), Timothy P. Cairns (tcairns@pszjlaw.com), and Edward Corma (ecorma@pszjlaw.com); (c) the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: Jane M. Leamy (jane.m.leafy@usdoj.gov); (d) counsel to certain of the DIP Term Lenders and the Ad Hoc Group, Akin Gump Strauss Hauer & Feld LLP, Bank of America Tower, 1 Bryant Park, New York, New York 10036, Attn.: Philip C. Dublin (pdublin@akingump.com), Zachary D. Lanier (zlanier@akingump.com), and Omid Rahn timer (orahn timer@akingump.com); (e) local counsel to the DIP Term Lenders, Ad Hoc Group, and SVP, Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801, Attn.: M. Blake Cleary (bcleary@potteranderson.com); (f) counsel to the DIP Term Loan Agent, Ropes & Gray, LLP, 1211 Avenue of the Americas, New York, New York 10036 Attn: Mark R. Somerstein (Mark.Somerstein@ropesgray.com) and Patricia Chen (patricia.chen@ropesgray.com); (g) co-counsel to the DIP ABL Agent and the Prepetition ABL Agent, (i) Morgan Lewis & Bockius LLP, 101 Park Avenue, New York, New York 10178-0060, Attn.: Stephan E. Hornung (stephan.hornung@morganlewis.com) and David K. Shim

(david.shim@morganlewis.com); and (ii) Morris, Nichols, Arsht & Tunnell LLP, 1201 North Market Street, 16th Floor, Wilmington, Delaware 19899-1347, Attn.: Derek C. Abbott (dabbott@morrisnichols.com), and Matthew B. Harvey (mharvey@morrisnichols.com); (h) counsel to certain of the DIP Term Lenders and SVP, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York 10017, Attn.: Damian S. Schiable (damian.schiable@davispolk.com), Adam L. Shpeen (adam.shpeen@davispolk.com), and David Kratzer (david.kratzer@davispolk.com); (i) counsel to the Sponsor, Katten Muchin Rosenman LLP, 50 Rockefeller Plaza, New York, New York 10020, Attn: Steven J. Reisman (sreisman@katten.com) and Cindi M. Giglio (cgiglio@katten.com); and (j) any statutory committee appointed in these chapter 11 cases.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON A DATE AND TIME TO BE SCHEDULED IF NECESSARY BEFORE THE HONORABLE JOHN T. DORSEY, CHIEF UNITED STATES BANKRUPTCY COURT JUDGE, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 5TH FLOOR, COURTROOM NO. 5, WILMINGTON, DELAWARE 19801.

Dated: January 24, 2025
Wilmington, Delaware

/s/ Laura Davis Jones

PACHULSKI STANG ZIEHL & JONES LLP

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Timothy P. Cairns (DE Bar No. 4228)
Edward Corma (DE Bar No. 6718)
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yusuf.salloum@kirkland.com

Co-Counsel for the Reorganized Debtors

Exhibit A

Proposed Final Decree

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Wheel Pros, LLC,

Debtor.

Tax I.D. No. 27-0745738

In re:

Wheel Pros Intermediate, Inc.,

Debtor.

Tax I.D. No. 82-4658464

In re:

Wheel Pros, Inc.,

Debtor.

Tax I.D. No. 46-5409281

In re:

WP NewCo Holdco, LLC,

Debtor.

Tax I.D. No. 93-3116319

In re:

WP NewCo, LLC,

Debtor.

Tax I.D. No. 93-3132953

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) Chapter 11
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) Case No. 24-11939 (JTD)
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) Chapter 11
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) Case No. 24-11962 (JTD)
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) Case No. 24-11965 (JTD)
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) Chapter 11
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) Case No. 24-11953 (JTD)
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) Chapter 11
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) Case No. 24-11959 (JTD)
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In re:	)	Chapter 11
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TAP Automotive Holdings, LLC,	)	Case No. 24-11960 (JTD)
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Debtor.	)	
	)	
Tax I.D. No. 27-1087305	)	
	)	
In re:	)	Chapter 11
	)	
TAP Manufacturing, LLC,	)	Case No. 24-11949 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 27-1087240	)	
	)	
In re:	)	Chapter 11
	)	
TAP Worldwide, LLC,	)	Case No. 24-11951 (JTD)
	)	
Debtor.	)	
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Tax I.D. No. 27-1087170	)	
	)	
In re:	)	Chapter 11
	)	
Throtrl Inc.,	)	Case No. 24-11940 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 47-5250805	)	
	)	
In re:	)	Chapter 11
	)	
Hoonigan, LLC,	)	Case No. 24-11955 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 36-4936694	)	

In re:	) Chapter 11
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Hoonigan Industries, LLC,	) Case No. 24-11946 (JTD)
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Debtor.	)
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Tax I.D. No. 27-1843096	)
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In re:	) Chapter 11
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43 Racing, LLC,	) Case No. 24-11944 (JTD)
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Debtor.	)
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Tax I.D. No. 27-1608888	)
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In re:	) Chapter 11
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WPM Holdings, LLC,	) Case No. 24-11961 (JTD)
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Debtor.	)
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Tax I.D. No. 83-1438487	)
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In re:	) Chapter 11
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Mobile Hi-Tech Wheels, LLC,	) Case No. 24-11963 (JTD)
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Debtor.	)
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Tax I.D. No. 95-4057634	)
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In re:	) Chapter 11
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Just Wheels & Tires LLC,	) Case No. 24-11954 (JTD)
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Debtor.	)
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Tax I.D. No. 33-0477314	)

In re:	) Chapter 11
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TRS Holdco, LLC,	) Case No. 24-11943 (JTD)
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Debtor.	)
	)
Tax I.D. No. 82-4479915	)
	)
In re:	) Chapter 11
	)
The Retrofit Source, LLC,	) Case No. 24-11952 (JTD)
	)
Debtor.	)
	)
Tax I.D. No. 27-4363408	)
	)
In re:	) Chapter 11
	)
Morimoto Lighting LLC,	) Case No. 24-11957 (JTD)
	)
Debtor.	)
	)
Tax I.D. No. 46-5490462	)
	)
In re:	) Chapter 11
	)
Defoor Products, LLC,	) Case No. 24-11948 (JTD)
	)
Debtor.	)
	)
Tax I.D. No. 81-1814208	)
	)
In re:	) Chapter 11
	)
MF Equipment, LLC,	) Case No. 24-11958 (JTD)
	)
Debtor.	)
	)
Tax I.D. No. 82-4257230	)

	)	Chapter 11
In re:	)	
MF IP Holding, LLC,	)	Case No. 24-11942 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 82-4285722	)	
	)	
In re:	)	Chapter 11
	)	
Teraflex, Inc.,	)	Case No. 24-11964 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 87-0272262	)	
	)	
In re:	)	Chapter 11
	)	
Wheel Pros Parent II, Inc.,	)	Case No. 24-11947 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 88-2721220	)	
	)	
In re:	)	Chapter 11
	)	
Wheel Pros Parent, Inc.,	)	Case No. 24-11956 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 88-2742096	)	
	)	
In re:	)	Chapter 11
	)	
Wheel Pros Intermediate Holdings, Inc.,	)	Case No. 24-11945 (JTD)
	)	
Debtor.	)	
	)	
Tax I.D. No. 82-2788877	)	
	)	

In re:

Wheel Pros Holdings, L.P.,

Debtor.

Tax I.D. No. 82-4654019

In re:

American Racing Equipment, Inc.,

Debtor.

Tax I.D. No. 800376527

)
) Chapter 11
)
) Case No. 24-11941 (JTD)
)
)
)
)
) Chapter 11
)
) Case No. 24-11950 (JTD)
)
)
)
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)
)
)

**FINAL DECREE (A) CLOSING THE REORGANIZED
DEBTORS' CHAPTER 11 CASES, AND (D) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)¹ of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and prior to the effective date of their chapter 11 plan, the “Debtors”) for entry of a final decree (this “Final Decree”) closing the Reorganized Debtors’ chapter 11 cases, all as more fully set forth in the Motion; and the United States District Court for the District of Delaware having jurisdiction over this matter pursuant to 28 U.S.C. § 1334, which was referred to this Court under 28 U.S.C. § 157 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; 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 this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Reorganized Debtors’ estates, their creditors, and other

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

parties in interest; and this Court having found that the Reorganized Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate 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 therein at a hearing before this Court (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 HEREBY ORDERED THAT:

1. The Motion is granted as set forth in this Final Decree.
2. All of the Reorganized Debtors' chapter 11 cases are hereby closed, specifically:

Debtor	Case No.
Wheel Pros, LLC	24-11939 (JTD)
Wheel Pros Intermediate, Inc.	24-11962 (JTD)
Wheel Pros, Inc.	24-11965 (JTD)
WP NewCo Holdco, LLC	24-11953 (JTD)
WP NewCo, LLC	24-11959 (JTD)
TAP Automotive Holdings, LLC	24-11960 (JTD)
TAP Manufacturing, LLC	24-11949 (JTD)
TAP Worldwide, LLC	24-11951 (JTD)
Throtl Inc.	24-11940 (JTD)
Hoonigan, LLC	24-11955 (JTD)
Hoonigan Industries, LLC	24-11946 (JTD)
43 Racing, LLC	24-11944 (JTD)
WPM Holdings, LLC	24-11961 (JTD)
Mobile Hi-Tech Wheels, LLC	24-11963 (JTD)
Just Wheels & Tires LLC	24-11954 (JTD)
TRS Holdco, LLC	24-11943 (JTD)

Debtor	Case No.
The Retrofit Source, LLC	24-11952 (JTD)
Morimoto Lighting LLC	24-11957 (JTD)
Defoor Products, LLC	24-11948 (JTD)
MF Equipment, LLC	24-11958 (JTD)
MF IP Holding, LLC	24-11942 (JTD)
Teraflex, Inc.	24-11964 (JTD)
Wheel Pros Parent II, Inc.	24-11947 (JTD)
Wheel Pros Parent, Inc.	24-11956 (JTD)
Wheel Pros Intermediate Holdings, Inc.	24-11945 (JTD)
Wheel Pros Holdings, L.P.	24-11941 (JTD)
American Racing Equipment, Inc.	24-11950 (JTD)

3. This Court shall retain such jurisdiction as is provided in Article XI of the Plan, which provides for the retention of this Court's exclusive jurisdiction over all matters arising out of, or related to, these chapter 11 cases and the Plan, and the entry of this Final Decree is without prejudice to the rights of the Reorganized Debtors or any party in interest to seek to reopen these chapter 11 cases for good cause shown. For the avoidance of doubt, this Final Decree shall not modify the Reorganized Debtors' remaining obligations under the Restructuring Support Agreement, the Plan, or any order of the Court.

4. To the extent not already paid, the fees required to be paid to the Office of the U.S. Trustee pursuant to 28 U.S.C. § 1930 and any applicable interest due pursuant to 31 U.S.C. § 3717, or otherwise, including, for the avoidance of doubt, through and including the date of entry of this Final Decree, shall be paid within thirty days following entry of this Final Decree.

5. Subject to the performance of any obligations of Stretto, Inc. ("Stretto") pursuant to this Final Decree, Stretto's services as claims and noticing agent for Reorganized Debtors'

chapter 11 cases are hereby terminated, and Stretto shall be deemed formally discharged as claims and noticing agent for the Reorganized Debtors' chapter 11 cases without further order of this Court.

6. Pursuant to Local Bankruptcy Rule 2002-1(f)(ix), within twenty-eight days of entry of this Final Decree, Stretto shall (a) forward to the Clerk's office an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, and (c) docket a final claims register.

7. An entry shall be made on the docket of each of the Reorganized Debtors' cases that is substantially similar to the following:

An order has been entered in accordance with Rule 3022-1 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware closing the chapter 11 cases of: *In re Wheel Pros, LLC*, No. 24-11939 (JTD); *In re Wheel Pros Intermediate, Inc.*, No. 24-11962 (JTD); *In re Wheel Pros, Inc.*, No. 24-11965 (JTD); *In re WP NewCo HoldCo, LLC*, No. 24-11953 (JTD); *In re WP NewCo, LLC*, No. 24-11959 (JTD); *In re TAP Automotive Holdings, LLC*, No. 24-11960 (JTD); *In re TAP Manufacturing, LLC*, No. 24-11949 (JTD); *In re TAP Worldwide, LLC*, No. 24-11951 (JTD); *In re Throtl Inc.*, No. 24-11940 (JTD); *In re Hoonigan, LLC*, No. 24-11955 (JTD); *In re Hoonigan Industries, LLC*, No. 24-11946 (JTD); *In re 43 Racing, LLC*, No. 24-11944 (JTD); *In re WPM Holdings, LLC*, No. 24-11961 (JTD); *In re Mobile Hi-Tech Wheels, LLC*, No. 24-11963 (JTD); *In re Just Wheels & Tires LLC*, No. 24-11954 (JTD); *In re TRS Holdco, LLC*, No. 24-11943 (JTD); *In re The Retrofit Source, LLC*, No. 24-11952 (JTD); *In re Morimoto Lighting LLC*, No. 24-11957 (JTD); *In re Defoor Products, LLC*, No. 24-11948 (JTD); *In re MF Equipment, LLC*, No. 24-11958 (JTD); *In re MF IP Holdings, LLC*, No. 24-11942 (JTD); *In re Teraflex, Inc.*, No. 24-11964 (JTD); *In re Wheel Pros Parent II, Inc.*, No. 24-11947 (JTD); *In re Wheel Pros Parent, Inc.*, No. 24-11956 (JTD); *In re Wheel Pros Intermediate Holdings, Inc.*, No. 24-11945 (JTD); *In re Wheel Pros Holdings, L.P.*, No. 24-11941 (JTD); and *In re American Racing Equipment, Inc.*, No. 24-11950 (JTD).

8. Entry of this Final Decree is without prejudice to (a) the rights of the Reorganized Debtors or any party in interest to seek to reopen any of the Reorganized Debtors' chapter 11 cases for cause pursuant to section 350(b) of the Bankruptcy Code and (b) the rights of the Reorganized Debtors to dispute, before the Court or in an appropriate non-bankruptcy forum,

all claims that were filed against the Debtors in the chapter 11 cases as contemplated by the Plan and the Confirmation Order.

9. Notwithstanding the relief granted in this Final Decree and any actions taken pursuant to such relief, nothing in this Final Decree shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Reorganized Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the rights of the Reorganized Debtors or any other parties in interest to dispute any claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an assumption, adoption, or rejection of any agreement, contract, or lease under section 365 of the Bankruptcy Code; (e) an admission as to the validity, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Reorganized Debtors' estates; (f) a waiver of any claims or causes of action that may exist against any entity; or (g) a waiver or limitation of the rights of the Reorganized Debtors or any other parties in interest under the Bankruptcy Code or any other applicable law.

10. Nothing in this Final Decree shall change the amount or nature of any distribution, or any other substantive rights, that any claim against or interest in any Debtor would have been entitled to under the Plan, the Confirmation Order, the Bankruptcy Code, the Bankruptcy Rules, or otherwise, had this Final Decree not been entered.

11. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Final Decree shall be immediately effective and enforceable upon its entry.

12. The Reorganized Debtors and their agents are authorized to take all actions necessary to effectuate the relief granted in this Final Decree in accordance with the Motion.

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

Exhibit B

Closing Report

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
WHEEL PROS, LLC, <i>et al.</i> ¹	)	
	)	Case No. 24-11939 (JTD)
	)	
Reorganized Debtors.	)	(Jointly Administered)
	)	

CLOSING REPORT IN CHAPTER 11 CASES

Pursuant to the October 15, 2024 *Findings of Fact, Conclusions of Law, and Order (I) Approving the Disclosure Statement For, and Confirming, the Amended Joint Prepackaged Plan of Reorganization of Wheel Pros, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code, and (II) Granting Related Relief* [Docket No. 255] (the “Confirmation Order”) confirming the above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and before the Effective Date² of the Plan, the “Debtors”) Plan, which Plan became effective on

¹ The last four digits of Reorganized Debtor Wheel Pros, LLC’s federal tax identification number are 5738. A complete list of each of the Reorganized Debtors in these chapter 11 cases and each such Reorganized Debtor’s federal tax identification number may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://cases.stretto.com/WheelPros>. The location of Reorganized Debtor Wheel Pros, LLC’s principal place of business and the Reorganized Debtors’ service address in these chapter 11 cases is 5347 S Valentia Way, Suite 200, Greenwood Village, Colorado 80111.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the *Amended Joint Prepackaged Plan of Reorganization of Wheel Pros, LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 255-1] (as amended, supplemented, or otherwise modified from time to time, the “Plan”).

December 2, 2024, the undersigned representative of the Reorganized Debtors hereby declares that:

PAYMENTS TO PROFESSIONALS

1. The following summarizes the payments³ made by the Debtors or Reorganized Debtors, as applicable, to professionals for services rendered and fees and expenses incurred during the period from the Petition Date (September 8, 2024) through the Confirmation Date (October 15, 2024):⁴

PROFESSIONAL	FEES	EXPENSES
Pachulski Stang Ziehl & Jones LLP (Counsel to the Debtors)	\$255,231.50	\$58,392.88
Stretto, Inc. (Administrative Advisor to the Debtor)	\$5,668.00	\$0.00
Cole Schotz P.C. (Special Counsel to the Debtors)	\$549,813.00	\$2,450.53
Stifel, Nicolaus & Co., Inc. (Limited Purpose Financial Advisor and Investment Banker to the Debtors)	\$2,250,000.00	\$2,818.34
Kirkland & Ellis LLP (Counsel to the Debtors)	\$3,410,139.50	\$38,920.86
Houlihan Lokey Capital, Inc. (Investment Banker to the Debtors)	\$16,200,000	\$3,001.09
Deloitte Tax LLP (Tax Advisory Services Provider to the Debtors)	\$621,099.00	\$354.04
TOTALS:	\$23,291,951.00	\$105,937.74

³ Includes fees and expenses of legal professionals retained by the Debtors and Reorganized Debtors pursuant to section 327 of the Bankruptcy Code.

⁴ The fee applications for professionals retained pursuant to section 327 of the Bankruptcy Code by the Debtors and Reorganized Debtors in these chapter 11 cases were filed with respect to fees and expenses accrued from the Petition Date through the Confirmation Date. Fees and expenses accrued after the Confirmation Date are being paid in the ordinary course of business.

2. No trustee or examiner was appointed in these chapter 11 cases. Accordingly, no fees were incurred for a trustee or trustee's counsel.

3. On or before thirty days after entry of a Final Decree pursuant to Bankruptcy Rule 3022, the Reorganized Debtors will pay any and all fees remaining due and payable pursuant to 28 U.S.C. § 1930(a)(6).

DISTRIBUTIONS TO CREDITORS UNDER THE PLAN

4. Substantially all distributions required by the Plan have been made to date or will be made in the ordinary course of the Reorganized Debtors' business.

5. There are no pending adversary proceedings or contested matters in the chapter 11 cases.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: January 23, 2025

/s/ Vance Johnston

Vance Johnston
Chief Executive Officer
Wheel Pros, LLC