

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

IN RE: ) CHAPTER 11  
)  
MILLER AUTO PARTS & SUPPLY ) Jointly Administered Under  
COMPANY, INC., et al., ) Case No. 14-68113-mgd  
)  
Debtors. )

NOTICE OF HEARING

PLEASE TAKE NOTICE THAT on February 9, 2015, Miller Auto Parts & Supply Company, Inc., (“**Miller Auto**”), Johnson Industries, Inc. (“**Johnson Industries**”), Miller Auto Parts & Paint Company, Inc. (“**Miller Paint**”), and AutoPartsTomorrow.com, LLC (“**APT**”), debtors and debtors-in-possession (collectively, the “**Debtors**”) in the above-referenced jointly administered Chapter 11 case, filed their Motion for Approval of Stipulation Authorizing Use of Cash Collateral (the “**Motion**”). The Motion and proposed Stipulation are on file with the Clerk of this Court and are available for review at the office of the Clerk, U.S. Bankruptcy Court between 8:00 a.m. and 4:00 p.m. or online anytime at <http://ecf.ganb.uscourts.gov> (registered users) or at <http://pacer.psc.uscourts.gov> (unregistered users).

PLEASE TAKE FURTHER NOTICE that the Court will hold a hearing (the “**Hearing**”) to consider the Motion and any objections thereto in Courtroom 1201, United States Courthouse, 75 Spring Street, SW, Atlanta, Georgia, on the **24th day of February, 2015, at 10:30 a.m.**

Your rights may be affected by the Court’s ruling on this Motion. You should read this Motion carefully and discuss it with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.) If you do not want the Court to grant the relief sought in the Motion, or if you want the Court to consider your views, then you and/or your

attorney should attend the hearing. You may also file a written response to the Motion with the Clerk at the address stated below, but you are not required to do so. If you file a written response, you must attach a certificate stating when, how and on whom (including addresses) you served the response. Mail or deliver your response so that it is received by the Clerk at least two business days before the Hearing. The address of the Clerk's Office is: Clerk, U.S. Bankruptcy Court, Suite 1340, 75 Spring Street, SW, Atlanta, Georgia 30303. You should also mail a copy of your response to the undersigned at the address stated below.

This 9th day of February, 2015.

Respectfully submitted,

SCROGGINS & WILLIAMSON, P.C.

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/s/ J. Robert Williamson  
J. ROBERT WILLIAMSON  
Georgia Bar No. 765214  
ASHLEY REYNOLDS RAY  
Georgia Bar No. 601559

*Counsel for the Debtors*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

IN RE:	)	CHAPTER 11
	)	
MILLER AUTO PARTS & SUPPLY	)	Jointly Administered Under
COMPANY, INC., et al.,	)	CASE NO. 14-68113-mgd
	)	
Debtors.	)	

DEBTORS' MOTION FOR APPROVAL OF STIPULATION  
AUTHORIZING USE OF CASH COLLATERAL

COME NOW Miller Auto Parts & Supply Company, Inc., ("**Miller Auto**"), Johnson Industries, Inc. ("**Johnson Industries**"), Miller Auto Parts & Paint Company, Inc. ("**Miller Paint**"), and AutoPartsTomorrow.com, LLC ("**APT**"), debtors and debtors-in-possession (collectively, the "**Debtors**") in the above-styled jointly administered case (the "**Bankruptcy Case**"), by and through the undersigned counsel, and hereby file this motion seeking approval of stipulation authorizing use of cash collateral (the "**Motion**"). In support of the Motion, the Debtors show the Court as follows:

1.

On September 15, 2014 (the "**Petition Date**"), the Debtors each filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**"). The Debtors continue to manage their affairs as debtors-in-possession pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

2.

On September 24, 2014, an official committee of unsecured creditors (the "**Committee**") was appointed in the Bankruptcy Case. No other statutory committee and no trustee or examiner has been appointed.

3.

On September 18, 2014, the Court entered an Interim Order (I) Authorizing (A) Secured Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); (B) Granting Security Interests, Superpriority Claims, and Adequate Protection and (C) Use of Cash Collateral and (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(C) [Dkt. No. 29] (the “**Interim DIP Order**”) pursuant to which, inter alia, FCC, LLC d/b/a First Capital (“**FCC**”) provided post-petition debtor-in-possession financing to the Debtors on the terms and conditions set forth therein.

4.

On October 3, 2014, the Court entered a Final Order (I) Authorizing (A) Secured Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); (B) Granting Security Interests, Superpriority Claims, and Adequate Protection and (C) Use of Cash Collateral [Dkt. No. 84] (the “**Final DIP Order**”).

5.

On November 17, 2014, the Court entered an Order Granting Joint Motion for Approval of Agreement Regarding the Use of Cash Collateral and Obtaining Credit Pursuant to Bankruptcy Rule 4001(d) [Dkt. No. 158] (the “**Rule 4001(d) Order**”).

6.

The Debtors, the Committee and FCC have agreed on terms for the continued use of cash collateral and seek approval of a Stipulation Approving Use of Cash Collateral (the “**Stipulation**”) in accordance with a budget attached thereto. A copy of the Stipulation is attached hereto as Exhibit 1.

WHEREFORE, the Debtors request approval of the Stipulation and such other and further relief as is just and proper.

This 9th day of February, 2015.

Respectfully submitted,

SCROGGINS & WILLIAMSON, P.C.

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/s/ J. Robert Williamson  
J. ROBERT WILLIAMSON  
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Georgia Bar No. 601559

*Counsel for the Debtors*

**Exhibit 1**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

<b>IN RE:</b>	)	<b>CHAPTER 11</b>
	)	
<b>MILLER AUTO PARTS &amp; SUPPLY</b>	)	<b>Jointly Administered Under</b>
<b>COMPANY, INC., et al.,</b>	)	<b>Case No. 14-68113-mgd</b>
	)	
<b>Debtors.</b>	)	

**STIPULATION AUTHORIZING USE OF CASH COLLATERAL**

THIS STIPULATION IS HEREBY MADE by and among Miller Auto Parts & Supply Company, Inc., (“**Miller Auto**”), Johnson Industries, Inc. (“**Johnson Industries**”), Miller Auto Parts & Paint Company, Inc. (“**Miller Paint**”), and AutoPartsTomorrow.com, LLC (“**APT**”), debtors and debtors-in-possession (collectively, the “**Debtors**”), FCC, LLC d/b/a First Capital (“**First Capital**,” in First Capital’s capacity as Post-petition Financing Lender, “**DIP Lender**” and collectively with First Capital, “**FCC**”), and the Official Unsecured Creditors’ Committee (“**Committee**”), as follows:

WHEREAS, an Interim Order (I) Authorizing (A) Secured Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); (B) Granting Security Interests, Superpriority Claims, and Adequate Protection and (C) Use of Cash Collateral and (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(C) was entered on September 18, 2014 [Dkt. No. 29] (the “**Interim DIP Order**”); and

WHEREAS, a Final Order (I) Authorizing (A) Secured Post-Petition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, and 364(c) and (d); (B) Granting Security Interests, Superpriority Claims, and Adequate Protection and (C) Use of Cash Collateral was entered on October 3, 2014 [Dkt. No. 84] (the “**Final DIP Order**”); and

WHEREAS, an Order Granting Joint Motion for Approval of Agreement Regarding the Use of Cash Collateral and Obtaining Credit Pursuant to Bankruptcy Rule 4001(d) was entered on November 17, 2014 [Dkt. No. 158] (the “**Rule 4001(d) Order**,” together with the Interim DIP Order and the Final DIP Order, the “**Orders**”).

NOW, THEREFORE, the parties do hereby stipulate and agree as follows:

1. The foregoing Orders are hereby incorporated by reference, and shall remain in effect according to their terms. Capitalized terms used herein and not otherwise defined herein shall have the same meanings ascribed to them in the Orders.

2. The Debtors shall be authorized to use Cash Collateral in the amounts and for the purposes identified on the Budget attached hereto as Exhibit “A”. Unless otherwise authorized by the Court or further Stipulation between the Debtors, FCC and the Committee, the amount of Cash Collateral which the Debtors may use during the period covered by the attached Budget shall not exceed in aggregate 115% of each line item, and 110% of total expenditures, set forth in the Budget; provided, however, that in addition to items set forth in the Budget, the Debtors shall be permitted to pay the fees of the Office of the United States Trustee pursuant to 28 U.S.C. §1930 (the “**U.S. Trustee Fees**”).

3. The Budget may be amended and/or extended by further Stipulation between the parties.

[Signatures on next page]

SO STIPULATED AND AGREED this 9th day of February, 2015.

SCROGGINS & WILLIAMSON, P.C.

/s/ J. Robert Williamson

J. ROBERT WILLIAMSON

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*Counsel for FCC, LLC d/b/a First Capital*

KANE RUSSELL COLEMAN  
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/s/ Joseph M. Coleman (by JRW w/express permission)

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*Counsel for Official Committee of  
Unsecured Creditors*

**ORDER**

The Court having reviewed the foregoing Stipulation, and for cause shown, the Stipulation is hereby approved.

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Mary Grace Diehl  
U.S. Bankruptcy Court Judge



Exhibit A

**Miller Auto Parts & Supply Company, Inc., et al.  
Jointly Administered Under CASE NO.14-68113-mgd**

**CASH FLOW BUDGET - MONTHLY FEBRUARY THROUGH JULY 2015**

	Month Ending 2015						Total
	1 February	2 March	3 April	4 May	5 June	6 July	
<b>DISBURSEMENTS</b>							
A. Contract Labor	17,500	5,000	5,000	5,000	5,000	5,000	42,500
B. Post Petition Accounts Payable	100,000	-	-	-	-	-	100,000
C. 401K Audit & Fees	37,500	-	-	-	-	-	37,500
D. Tax Return Preparation	45,000	-	-	-	-	-	45,000
E. Transition Services	-	-	5,000	-	-	-	5,000
F. U.S. Trustee Quarterly Fees	-	-	3,000	-	-	-	3,000
G. Professional Fees	285,000	55,000	40,000	40,000	40,000	40,000	500,000
<b>TOTAL DISBURSEMENTS</b>	<b>485,000</b>	<b>60,000</b>	<b>53,000</b>	<b>45,000</b>	<b>45,000</b>	<b>48,000</b>	<b>736,000</b>

**CERTIFICATE OF SERVICE**

This is to certify that on this date, I served a true and correct copy of the within and foregoing **Motion for Approval of Stipulation Authorizing Use of Cash Collateral** by causing same to be deposited in the United States Mail with adequate postage affixed thereon and addressed to the following:

Vivieon E. Kelley  
OFFICE OF THE UNITED STATES TRUSTEE  
362 Richard Russell Building  
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Henry F. Sewell, Jr.  
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McKENNA LONG & ALDRIDGE LLP  
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This 9th day of February, 2015.

SCROGGINS & WILLIAMSON, P.C.

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