Docket #1475 Date Filed: 10/23/2026

CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed October 22, 2026

United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§	Chapter 7
	§	
TRICOLOR HOLDINGS, LLC, *et al.*,[1]	§	Case No. 25-33487-mvl7
	§	
Debtors.	§	(Jointly Administered)
	§	

STIPULATION AND AGREED ORDER REGARDING PRIME SOUTHLAND REAL ESTATE, LLC'S ADMINISTRATIVE CLAIM

Prime Southland Real Estate, LLC ("Prime Southland" or the "Landlord") and Anne Elizabeth Burns, as Chapter 7 Trustee (the "Trustee" and together with the Landlord, the "Parties") for the bankruptcy estates of the above-captioned debtors (the "Debtors"), hereby enter into this Stipulation and Agreed Order (the "Agreed Order") and stipulate and agree as follows:

[1] The Debtors in these chapter 7 cases are as follows: Tricolor Holdings, LLC, TAG Intermediate Holding Company, LLC, Tricolor Auto Group, LLC, Tricolor Auto Acceptance, LLC, Tricolor Insurance Agency, LLC, Tricolor Home Loans LLC dba Tricolor Mortgage, Tricolor Real Estate Services, LLC, TAG California Holding Company, LLC, Flexi Compras Autos, LLC, TAG California Intermediate Holding Company, LLC, Tricolor California Auto Group, LLC, Tricolor California Auto Acceptance, LLC, Risk Analytics LLC, Tricolor Tax, LLC, Tricolor Financial, LLC, Tricolor Auto Receivables LLC, TAG Asset Funding, LLC, and Apoyo Financial, LLC.

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WHEREAS, on September 10, 2025 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas (the "Court");

WHEREAS, the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2);

WHEREAS, prior to the Petition Date, the Landlord and Tricolor Holdings, LLC (the "Debtor Tenant") entered into that certain Lease Agreement dated July 3, 2023 (the "Lease") covering real property located at 11705-11721 Valley Boulevard, El Monte, CA 91732;

WHEREAS, on October 27, 2025, the Trustee filed her *Chapter 7 Trustee's First Omnibus Motion for Entry of an Order (I) Authorizing the Trustee to (A) Reject Certain Unexpired Real Property Leases and (B) Abandon Personal Property and (ii) Granting Related Relief* (the "Lease Rejection Motion");

WHEREAS, the Lease was included in the Lease Rejection Motion;

WHEREAS, on November 14, 2025 the Landlord filed its *Joinder to BPG Arizona 1 LLC's Objection to the Chapter 7 Trustee's First Omnibus Motion for Entry of an Order (I) Authorizing the Trustee to (A) Reject Certain Unexpired Real Property Leases and (B) Abandon Certain Personal Property, and (II) Granting Related Relief* [Docket No. 373] ("Joinder"), objecting to the nunc pro tunc rejection of the Lease;

WHEREAS, on November 21, 2025, the Court entered the Trustee and Landlord's *Stipulation and Agreed Order for Lease Rejection* [Docket No. 451] (the "Lease Rejection Order");

WHEREAS, pursuant to the Lease Rejection Order, the Landlord was authorized to assert any administrative claim related to rejection of the Lease pursuant to Bankruptcy Code sections 365(d)(3) and 503(b)(1) via a form 410 proof of claim, rather than by motion or application;

WHEREAS, on May 30, 2026, the Landlord filed its Proof of Claim [POC No. 85-1] asserting an administrative claim against debtor Tricolor Holdings, LLC in the amount of $267,481.56 (the "Administrative Claim");

WHEREAS, Landlord represents that it has not transferred the Administrative Claim (or any portion thereof);

WHEREAS, the Trustee objects to certain components and aspects of the Administrative Claim;

WHEREAS, the Parties have conferred and desire to resolve pending issues relating to the Administrative Claim on the terms set forth herein.

IT IS HEREBY AGREED BY THE PARTIES AND UPON APPROVAL OF THE COURT, IT IS SO ORDERED

1. The relief requested in this Agreed Order is in the best interest of the Trustee, the Debtors' estates and other parties in interest.

2. In full and final satisfaction of the Administrative Claim, Prime Southland shall have an allowed administrative expense claim in the amount of $165,043.74 (after giving effect the setoff of a pre-petition security deposit of $84,000.00) against the Debtors' estates pursuant to section 503(b)(1) of the Bankruptcy Code (the "Allowed Administrative Claim").

3. The Allowed Administrative Claim shall be paid *pari passu* with other claims allowed under section 503(b) of the Bankruptcy Code, if and when such claims are paid.

4. Nothing in this Order shall affect (i) the Claimant's right to maintain, supplement and/or amend the unsecured, prepetition claim component in the Administrative Claim, or otherwise timely assert a prepetition claim against the Debtors' estates, including any claim for unpaid prepetition rent, by filing or maintaining a proof of claim in accordance with the Bankruptcy Code, Bankruptcy Rules, and any applicable orders of this Court or (ii) the Trustee's right to object to any such unsecured claim.

5. Except as expressly provided herein, all rights, claims, defenses, and objections of the parties are reserved.

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

END OF ORDER

AGREED TO IN FORM AND SUBSTANCE:

/s/ Joseph G. Epstein

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