

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re: BRIGGS & STRATTON CORPORATION, et al., Debtors.1
Chapter 11
Case No. 20-43597-399
(Joint Administration Requested)
Hearing Date: July 21, 2020
Hearing Time: 10:00 a.m. (Central Time)
Hearing Location: Courtroom 5 North
111 S. 10th St., St. Louis, MO 63102

DEBTORS' MOTION FOR AN ORDER ESTABLISHING CERTAIN NOTICE, CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES

Briggs & Stratton Corporation and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows in support of this motion (the "Motion"):

Background

1. On the date hereof (the "Petition Date"), the Debtors each commenced with this Court a voluntary case under title 11 of the United States Code (the "Bankruptcy Code"). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases. The Debtors have also filed a motion requesting joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Briggs & Stratton Corporation (2330), Billy Goat Industries, Inc. (4442), Allmand Bros., Inc. (4710), Briggs & Stratton International, Inc. (9957), and Briggs & Stratton Tech, LLC (2102). The address of the Debtors' corporate headquarters is 12301 West Wirth Street, Wauwatosa, Wisconsin 53222.



(the “**Bankruptcy Rules**”) and Rule 1015(b) of the Local Rules of Bankruptcy Procedure for the Eastern District of Missouri (the “**Local Rules**”).

2. The Debtors, combined with their non-Debtor affiliates (collectively, the “**Company**”), are the world’s largest producer of gasoline engines for outdoor power equipment and a leading designer, manufacturer and marketer of power generation, pressure washer, lawn and garden, turf care and job site products. The Company’s products are marketed and serviced in more than 100 countries on six continents through 40,000 authorized dealers and serviced organizations. Additional information regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Jeffrey Ficks, Financial Advisor of Briggs & Stratton Corporation, in Support of the Debtors’ Chapter 11 Petitions and First Day Relief*, sworn to on the date hereof (the “**Ficks Declaration**”),² which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Motion, the Debtors seek entry of an order (the “**Proposed Order**”),³ pursuant to section 105(a) of title 11 of the Bankruptcy Code and Bankruptcy Rules 1015(c), 2002 and 9007, and consistent with the Local Rules of the United States District Court

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Ficks Declaration.

³ A copy of the Proposed Order will be provided to the Notice Parties (as defined below) and made available on the Debtors’ case information website at <http://www.kccllc.net/Briggs>.

for the Eastern District of Missouri (the “**Local Bankruptcy Rules**”) and the Procedures Manual accompanying the Local Bankruptcy Rules (the “**Procedures Manual**”), for authority to implement certain notice, case management and administrative procedures (the “**Procedures**”) in connection with the administration of the Chapter 11 Cases and granting the Debtors leave to exceed the page limitations for motions going forward. The Debtors request that, to the extent the Procedures conflict with the Bankruptcy Rules, Local Bankruptcy Rules, or the Procedures Manual, these Procedures govern and supersede such rules for the Chapter 11 Cases.

5. As set forth more fully below, the Procedures: (i) establish requirements for the filing and service of notices, motions, applications, documents filed in support thereof and objections and responses thereto, (ii) delineate standards for notices of hearing and agendas, (iii) articulate mandatory guidelines for the scheduling of hearings and objection deadlines, (iv) limit matters that are required to be heard by the Court, and (v) authorize the Debtors to (a) schedule, in cooperation with the Court, periodic omnibus hearing dates, (b) serve documents by e-mail on certain parties in interest, (c) establish a website (the “**Claims Agent Website**”) to provide interested parties with access to certain documents filed in the Chapter 11 Cases, and (d) use a noticing agent to maintain and distribute documents.

6. Implementing the Procedures will maximize the efficiency and orderliness of the administration of the Chapter 11 Cases and reduce the costs associated with traditional case management procedures. Granting the relief requested will also limit the administrative burdens and costs associated with preparing for hearings and serving and mailing documents. In addition, the Procedures will assist the Debtors and their personnel and professionals in organizing and prioritizing the numerous tasks attendant to these cases. The Debtors estimate

that implementing the Procedures will yield significant savings to these estates and will also avoid unnecessary costs or delays.

Case Management Procedures

7. The Debtors propose that the Court approve the following Procedures:

I. Filing Court Documents

8. In accordance with Local Rule 5005-A, all motions, applications and other matters requiring notice and/or a hearing (collectively, the “**Motions**”), all objections and responses to Motions (the “**Objections**”), all replies to Objections (the “**Replies**”), and all other documents filed with the Court (together with the Motions, the Objections and the Replies, the “**Court Documents**”) by parties represented by an attorney shall be filed electronically with the Court by registered users of the Court’s Electronic Case Files system (the “**ECF System**”).⁴

II. Service of Court Documents

9. Except with respect to Non-ECF Parties, Core Parties and Particularized Interest Parties (each as defined below), all parties in interest, whether or not they have filed or file after the date hereof a notice of appearance or request for service of papers under Bankruptcy Rule 2002, shall be deemed to receive electronic notice through the ECF System of each Court Document filed with the Court, effective as of the date such Court Document is posted on the Court’s ECF System, and therefore need not be separately served with such Court Document.

10. Any party in interest who files a notice of appearance or request for service of papers, in each case other than through the ECF System (each, a “**Non-ECF Party**”), shall be served each Court Document by U.S. mail or email (if an email address has been provided), unless the Non-ECF Party agrees that such service shall not be required.

⁴ Information on the ECF System, including how to obtain a login and password, can be obtained at <https://www.moeb.uscourts.gov/cmecf-nextgen-information>.

11. Each Court Document shall separately be served (in addition to service via the ECF System) on (a) proposed counsel to the Debtors, Weil, Gotshal & Manges LLP; (b) local counsel to the Debtors, Carmody MacDonald P.C.; (c) the Office of the United States Trustee for the Eastern District of Missouri (the “**U.S. Trustee**”); (d) counsel to any official committee of unsecured creditors then appointed in these cases (the “**Committee**”); (e) the Debtors’ authorized claims and noticing agent, Kurtzman Carson Consultants LLC (“**KCC**”); (f) Latham & Watkins LLP (Attn: Peter P. Knight, Esq. and Jonathan Gordon, Esq.), as counsel to JPMorgan Chase Bank, N.A., as the administrative agent and collateral agent under the ABL Credit Facility and DIP Facility; (g) Pryor Cashman LLP (Attn: Seth H. Lieberman, Esq. and David W. Smith, Esq.), as counsel to Wilmington Trust, N.A., as successor indenture trustee under the Senior Notes; and (h) the holders of the thirty (30) largest unsecured claims against the Debtors, on a consolidated basis (collectively, the “**Core Parties**”). The Debtors shall maintain a service list of all the Core Parties (the “**Core Parties List**”) which shall replace the Master Service and Master Notice List required under Local Rule 9013-3(D). The Core Parties List shall be updated monthly, filed with the Court and posted on the Claims Agent Website and shall include names, addresses, facsimile numbers and e-mail addresses (where available) for the Core Parties. A Court Document shall be deemed served on all the Core Parties if it is served on the parties on the most recent Core Parties List that has been filed with the Court and posted on the Claims Agent Website as of the day prior to the date of service.

12. Each Court Document shall separately also be served (in addition to service via the ECF System) on each person, entity and governmental agency with a particularized interest in such Court Document (each, a “**Particularized Interest Party**”). Core Parties (and no other parties) shall be authorized to serve all Court Documents by e-mail on any

relevant Particularized Interest Party or counsel thereto. All other parties shall serve Court Documents on Particularized Interest Parties in accordance with judicial order, the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

13. All Court Documents served by a party by e-mail (other than through the ECF System) shall include access to an attached file or files containing the entire Court Document, including the proposed form of order and any exhibits and attachments, in PDF format or, in the case of the Debtors, a hyperlink to a copy of such Court Document on the Claims Agent Website. Notwithstanding the foregoing, if a Court Document cannot be annexed to an e-mail (because of size, technical difficulties or otherwise) and, in the case of the Debtors, cannot be made available on the Claims Agent Website, the serving party may, in its sole discretion, (a) serve the entire Court Document by U.S. mail, hand delivery, overnight delivery or facsimile, including the proposed form of order and any exhibits, attachments and other relevant materials or (b) serve by e-mail a notice stating that the Court Document cannot be attached but is available on the Court's ECF System and will be mailed only if requested by the party receiving the notice.

14. Service of a Court Document through the ECF System shall be effective as of the date such Court Document is posted on the Court's ECF System. Service by e-mail (other than through the ECF System) on a party shall be effective as of the date the Court Document (or a notice stating that the Court Document cannot be attached but is available on the Court's ECF System or the Claims Agent Website) is transmitted by e-mail to the address provided by such party.

15. Upon the filing of any Court Document, other than a Motion seeking emergency or expedited relief, the filing party shall file with the Court a certificate of service (a

“**Proof of Service**”) in accordance with the Local Rules within three business days of the filing of the related Court Document. In the case of a Motion seeking emergency or expedited relief, a Proof of Service must be filed within 24 hours of the filing of the related Motion. Proofs of Service need not be served on any party.

16. Notice and service accomplished in accordance with the provisions set forth in the Case Management Order shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

III. Scheduling of Hearings and Deadlines for Filing Court Documents

17. The Debtors shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (“**Omnibus Hearings**”) at which Motions and other requests for relief shall be heard. At least two days before any Omnibus Hearing, the Debtors shall file with the Court an agenda setting forth each matter to be heard at such hearing, which agenda may be updated or amended from time to time thereafter to the extent necessary. The matters listed on the agenda shall be limited to matters of substance and shall not include administrative filings, such as notices of appearance and Proofs of Service.

18. Unless otherwise ordered by the Court, the following guidelines shall apply to all Omnibus Hearings:

- (a) Motions shall not be considered by the Court unless filed and served in accordance with these Procedures at least 14 days before the next available Omnibus Hearing.
- (b) Hearings in connection with claims objections and pre-trial conferences and trials related to adversary proceedings may be scheduled for dates other than the regular Omnibus Hearing dates. However, initial pre-trial conferences scheduled in connection with adversary proceedings shall be set on the next available Omnibus Hearing date that is at least 45 days after the filing of the complaint, except as otherwise ordered by the Court.
- (c) Unless the Court directs otherwise, if a Court Document purports to set a hearing date that is inconsistent with the Procedures, the hearing shall be

scheduled, without the necessity of Court order, for the next available Omnibus Hearing in accordance with these Procedures, and the Debtors shall provide the movant with notice of these Procedures.

- (d) Subject to Local Rule 9013-2(C), if a movant or applicant other than the Debtors intends to seek emergency or expedited relief, the movant or applicant shall be required to first contact the Debtors' attorneys by telephone to request that the motion or application be considered on an expedited basis. If the Debtors disagree with the movant or applicant's request for emergency or expedited relief, the movant or applicant shall arrange for a chambers conference, telephonic or in-person, to be held among the Court, the Debtors' attorneys and the movant or applicant, to discuss the request. If the Court determines expedited consideration is appropriate, the Court shall direct the requisite notice and shall set a time and date for the hearing.

19. The three-day extension for additional time after service by mail as set forth in Bankruptcy Rule 9006(f) shall not apply to parties duly served by e-mail, the ECF System or other electronic transmission.

20. Notwithstanding any Local Rule, unless otherwise ordered by the Court, the deadline for any party to file an Objection (the "**Objection Deadline**") to any Motion, other than a Motion seeking relief from the automatic stay filed by a party other than the Debtors, shall be the date that is seven days before the date of the hearing on such Motion. The Objection Deadline may be extended with the consent of the movant or applicant. No Objection shall be considered timely unless extended with the consent of the movant or applicant or filed with the Court and served on or before the applicable Objection Deadline. All parties filing an Objection shall include their telephone number and e-mail address in the signature block on the last page of the Objection.

21. A Motion may be granted without a hearing, provided that, after the passage of the Objection Deadline, an attorney for the entity who filed the Motion files a declaration pursuant to 28 U.S.C. § 1746 indicating that no Objection has been filed or served in accordance with these Procedures.

22. If an Objection is filed, then unless otherwise ordered by the Court, any Reply shall be filed with the Court and served in accordance with these Procedures no later than two days before the date of the applicable hearing (the “**Reply Deadline**”).

23. If a Motion to extend the time for the Debtors to take any action is filed consistent with any order granting this Motion before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Rules or the provisions of any order entered by this Court, such period shall be extended by the filing of such motion pending the Court’s ruling on such motion.

24. Unless otherwise ordered by the Court, the Procedures shall not supersede the requirements for notice of the proceedings described in Bankruptcy Rules 2002(a)(1), (a)(4)–(a)(5) and (a)(7)-(a)(8), 2002(b), 2002(d) and 2002(f).

IV. Motions for Relief from the Automatic Stay

25. In accordance with Local Rule 4001-1(B), notwithstanding anything contained herein, unless otherwise ordered by the Court, a motion for relief from the automatic stay (a “**Stay Relief Motion**”) filed by any party other than the Debtors pursuant to section 362 of the Bankruptcy Code shall ordinarily be set for an Omnibus Hearing giving a minimum of 21 days’ notice, and the Objection Deadline for such Motion shall be seven days before the scheduled hearing.

26. Notwithstanding section 362(e) of the Bankruptcy Code, if a scheduled Stay Relief Motion with respect to a request for relief by a party other than the Debtors under section 362(d) of the Bankruptcy Code is set for a hearing to take place on a date that is more than 30 days from the date of such Stay Relief Motion, or if such Stay Relief Motion is adjourned upon the consent of the Debtors and the moving party to a date that is more than 30

days from the date of such Stay Relief Motion, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code; *provided*, however, to the extent there is any inconsistency between the Procedures and the terms of the Court's order approving the Debtors' entry into a postpetition financing agreement and use of cash collateral (the "**DIP Order**"), the terms of the DIP Order shall control.

V. Form of Court Documents

27. Notwithstanding section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n), notices given by the Debtors shall not be required to contain the address and taxpayer identification numbers of the Debtors.

28. The page limitation set forth in Local Rule 9004(C) shall not apply to Court Documents filed in these cases.

29. Nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code or Bankruptcy Rule 9018 to protect any entity with respect to a trade secret or confidential research, development or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Court Document filed in these cases. If the Debtors seek approval of or authorization from the Court to assume, reject, enter into, approve, honor or assign any agreement, including contracts, leases, financing agreements, settlement agreements, consent orders and any other arrangement or instrument of any kind, or if the Debtors are otherwise required to refer to the terms or provisions of any such instrument in a Court Document, and

such instrument contains confidential or proprietary information, the Debtors need not file such instrument with the Court unless requested to do so by the Court or a party in interest, and the Debtors shall be entitled at the time of such request, and before filing such instruments, to seek relief under section 107(b) of the Bankruptcy Code or Bankruptcy Rule 9018 with respect to such instrument.

VI. Proposed Orders

30. A proposed order relating to any Court Document (a “**Proposed Order**”) may be e-mailed to BriggsInfo@kccllc.com immediately after the filing of the applicable Court Document for posting on the Debtors’ Claims Agent Website. The e-mail shall attach the Proposed Order and the as-filed Court Document in PDF format, and the subject line of the e-mail message shall include the title and ECF docket number of the applicable Court Document. The applicable Court Document that seeks entry of such Proposed Order shall include the following statement: “Copies of the Proposed Order will made available on the Debtors’ case information website at <http://www.kccllc.net/Briggs>.” Proposed Orders that have been properly submitted in accordance herewith will be posted on the Debtors’ Case Information Website at <http://www.kccllc.net/Briggs>.

31. The title of any Proposed Order shall describe the Court Document to which it relates by title and shall indicate whether the order grants or denies the requested relief. The text of the Proposed Order shall (i) be sufficiently descriptive to clearly state the relief granted, including a description of any property subject to the order; and (ii) contain the name and address of the person who prepared the order. Parties shall also e-mail the final version of the Proposed Order to the Court, as provided in the Court’s Procedures Manual.⁵ Serving a

⁵ The Court’s Procedures Manual is available at https://www.moeb.uscourts.gov/sites/moeb/files/Procedures_Manual_2019.pdf.

Proposed Order in accordance with these Procedures will be deemed to satisfy the requirements of Local Rules 9050 and 9061(E). Final orders entered in these cases shall be served on Core Parties and Particularized Interest Parties by KCC.

VII. Telephonic Appearances

32. Attorneys for parties in the Debtors' Cases may appear telephonically at hearings. If an attorney wishes to participate in a hearing by telephone, the attorney may request dial-in information from the Courtroom Deputy, Shontelle McCoy, at (314) 244-4806, Shontelle_McCoy@moeb.uscourts.gov. Non-attorneys, including pro se parties, members of the public, and members of the press, and attorneys who have not entered an appearance in the Debtors' Cases, may not use the Court's dial-in; however, all persons, whether a party or otherwise, are welcome to attend any hearing, in-person, in the courtroom. Due to the current public health crisis surrounding COVID-19, all counsel, including locally located counsel, will have the option to appear telephonically, unless notified otherwise by the Court. Attorneys participating by telephone must put their phones on "mute" at all times except when speaking. Attorneys participating by telephone shall not put their telephones on "hold" under any circumstances or otherwise be "absent" from their telephonic appearance. If an attorney must exit his telephonic appearance, he must seek Court authority to leave and disconnect from the telephone call. *If the telephonic appearances present any background noise, disruption or other inconvenience to the Court or the proceedings, the telephone dial-in will be disconnected, at the discretion of the Court, and the proceeding will continue without the presence of anyone previously dialed-in.*

VIII. Noticing Agent and Case Information Website

33. The Debtors, in cooperation with KCC (the “**Noticing Agent**”), are hereby authorized to create and maintain an independent Claims Agent Website for the posting of certain information regarding the Chapter 11 Cases, including, in the Debtors’ sole discretion, certain orders, decisions or other Court Documents filed in the Chapter 11 Cases. The Court’s website, www.moeb.uscourts.gov, may include a link to the Claims Agent Website.

34. The Claims Agent Website shall display a disclaimer substantially similar to the following:

This website is created and maintained by Kurtzman Carson Consultants LLC (“**KCC**”), the claims and noticing agent for Briggs & Stratton Corp. and certain of its subsidiaries (collectively the “**Debtors**”). The information contained on this website is provided for informational purposes only and should not be construed as legal, financial or other professional advice or, unless expressly stated, as the Debtors’ or KCC’s official position on any subject matter. Users of this website should not take or refrain from taking any action based upon content included in the website without seeking legal counsel on the particular facts and circumstances at issue from a licensed attorney.

The Debtors and KCC do not guarantee or warrant the accuracy, completeness or currency of the information that is provided herein, and shall not be liable to you for any loss or injury arising out of, or caused in whole or in part by, the acts, errors or omissions of the Debtors or KCC, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information contained on this website. The Debtors and KCC expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein, or to notify you or any third party, should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or KCC be liable to you or any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors, or damages to business reputation, lost business or lost profits), whether foreseeable or not and however caused, even if the Debtors or KCC are advised of the possibility of such damages.

This website should not be relied on as a substitute for financial, legal or other professional advice.

It is your sole obligation to maintain accurate records of the documents filed in the Chapter 11 Cases, based on the Court's dockets relating to the Chapter 11 Cases, which can be accessed through the Court's website at www.moeb.uscourts.gov (a PACER login and password are needed to view these documents and can be obtained at <http://pacer.psc.uscourts.gov>). The Debtors' website is being made available merely as a convenience to interested parties and the public.

Electronic mail or other communications through this website, or otherwise, to the Debtors, their counsel, or KCC in connection with these, or other, matters will not be treated as privileged or confidential. Transmission and receipt of the information in this website and/or communication with the Debtors or Debtors' counsel via e-mail is not intended to solicit or create, and does not create, an attorney-client relationship between Debtors' counsel and any person or entity. The Debtors and KCC do not endorse or warrant, and are not responsible for, any third-party content that may be accessed from this website.

The Debtors and KCC make no claim to original U.S. Government works. None of the Debtors, or any of their respective directors, officers, employees, members, attorneys, consultants, advisors or agents (acting in such capacity), including KCC (collectively, the "**Exculpated Parties**"), shall have or incur any liability to any entity, (all references to "entity" herein shall be as defined in section 101(15) of the Bankruptcy Code, "**Entity**"), for any act taken or omitted to be taken in connection with the preparation, dissemination or implementation of this website; *provided, however,* that the foregoing shall not affect the liability of any Exculpated Party protected pursuant to this paragraph that otherwise would result from any such act or omission to the extent that such act or omission, is determined in a final, non-appealable order to have constituted a breach of fiduciary duty, gross negligence or willful misconduct, including, without limitation, fraud and criminal misconduct, or the breach of any confidential agreement or order. Without limiting the foregoing, the exculpation provided in this paragraph shall be coextensive with any Exculpated Party's qualified immunity under applicable law.

35. The Noticing Agent shall maintain a master list containing the name and address of each creditor of the Debtors (the “**Creditor Matrix**”). The Debtors shall file with the Court the Creditor Matrix and, on a periodic basis, any amendments thereto.

IX. Amendments and Notice of Order

36. The Debtors may seek to amend the Procedures occasionally throughout the Chapter 11 Cases and shall present such amendments to the Court by Motion in accordance with the Proposed Order.

37. The Debtors shall make the Proposed Order available on the Claims Agent Website, and, within three days after its entry, KCC shall serve it by U.S. mail, hand delivery, facsimile or e-mail on the Core Parties and all parties that, prior to the date of the entry of the Proposed Order, have requested notice pursuant to Bankruptcy Rule 2002.

X. Time

38. Any time period prescribed or allowed by these Procedures shall be computed in accordance with Bankruptcy Rule 9006.

39. Nothing in these Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under Bankruptcy Rules 2002(m), 9006(b) and 9006(c).

Basis for Relief

40. Section 105 of the Bankruptcy Code provides in relevant part that “[t]he Court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” The Debtors submit that implementing the Procedures is appropriate in the Chapter 11 Cases and well within the Court’s equitable powers under section 105 of the Bankruptcy Code.

41. On the date hereof, the Debtors have moved the Court to enter an order pursuant to Bankruptcy Rule 1015(b) ordering joint administration of the Debtors' estates. Bankruptcy Rule 1015(c) provides, in relevant part, that "[w]hen an order for . . . joint administration of . . . two or more cases is entered pursuant to this rule, while protecting the rights of parties under the Code, the Court may enter orders as may tend to avoid unnecessary costs or delay."

42. These cases will be complicated. The Debtors' complex businesses operate in an uncertain economic climate that is constantly in flux. As a result, the demands on the Debtors and their personnel and professionals are great. In addition to performing their ordinary duties, the Debtors' personnel now carry the substantial additional burdens imposed by the Chapter 11 Cases. The Procedures, by authorizing the Debtors to schedule omnibus hearing dates and by establishing clear timelines for the filing of Court Papers, will assist the Debtors' management and professionals (and, indeed, all parties in interest) in organizing their time and directing the attention of their personnel to issues raised by the Chapter 11 Cases.

43. The Debtors anticipate that hundreds of interested parties may request service of Court Papers in the Chapter 11 Cases. Consequently, service by e-mail by the Core Parties is the most efficient, cost-effective method for service. To serve the Debtors' hundreds of creditors with each Motion could easily cost the Debtors tens of thousands of dollars in printing, mailing and service costs. In comparison, the cost of e-mail service is de minimis. Considering the vast number of Court Papers that are likely to be filed and served in these cases, the process proposed herein will save these estates significant amounts of money.

44. The Debtors also anticipate that various parties may seek relief from the automatic stay and that the Debtors' personnel and professionals will be involved in negotiations

with respect to each of these requests. In light of the magnitude and complexity of these cases, the time period set forth in section 362(e) of the Bankruptcy Code places an undue time constraint on the Debtors' efforts to resolve these issues and, as such, is unduly burdensome to the Debtors' estates. Accordingly, the Debtors submit that, notwithstanding section 362(e), if a scheduled motion for a request for relief under section 362(d) of the Bankruptcy Code is adjourned upon the consent of the Debtors and the moving party to a date that is on or after the 30th day after the moving party's request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code.

45. Pursuant to the Procedures, hearings shall be conducted only when necessary to the resolution of disputes between the Debtors and third parties. This process will reduce the administrative burdens and costs to the estates associated with preparing for and attending hearings, and will minimize the burden on the Court. The Procedures, by authorizing the Debtors to maintain a Claims Agent Website and employ the Noticing Agent, will also preserve the Debtors' goodwill by providing a vehicle to keep interested parties, including their customers and employees, informed of the restructuring process by providing easy and affordable access to information.

46. Additionally, the Debtors submit that, given the complex nature of the Debtors' operations and the Chapter 11 Cases, parties in many instances will be unable to adequately describe the relief requested, the basis for relief, the nature of any objection or the response to any objection, as applicable, in a Court Document that does not exceed 15 pages and

accordingly it is appropriate to grant the Debtors leave to exceed the page limitation set forth in Local Rule 9004(C).

47. Similar procedures, including service by e-mail, have been approved in other complex chapter 11 cases. *See, e.g., In re Foresight Energy LP*, No. 20-41308-659 (KSS) (Bankr. E.D. Mo. Mar. 20, 2020) [Docket No. 182]; *In re Peabody Energy Corp.*, No. 26-42529 (BSS) (Bankr. E.D. Mo. April 15, 2016); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. Feb. 12, 2016) [Docket No. 123]; *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 21, 2016) [Docket No. 155]; *In re ContinentalAFA Dispensing Co.*, No. 08-45921 (KAS) (Bankr. E.D. Mo. Aug. 8, 2008) [Docket No. 24]; *In re Alpha Natural Res., Inc.*, No. 15-33896 (KRH) (Bankr. E.D. Va. Aug. 5, 2015) [Docket No.[99]; *In re Walter Energy, Inc.*, No. 15-02741 (TOM) (Bankr. N.D. Ala. July 15, 2015) [Docket No. 56]; *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. Feb. 19, 2015) [Docket No. 395]; *In re Pinnacle Airlines Corp.*, No. 12-11343 (REG) (Bankr. S.D.N.Y. Apr. 3, 2012) [Docket No. 42]; *In re Hostess Brands, Inc.*, No. 12-22052 (RDD) (Bankr. S.D.N.Y. Feb. 21, 2012) [Docket No. 371]. The Debtors submit that the circumstances of these cases warrant similar relief.

Notice

48. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the Eastern District of Missouri; (ii) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (iii) Latham & Watkins LLP (Attn: Peter P. Knight, Esq. and Jonathan Gordon, Esq.), as counsel to JPMorgan Chase Bank, N.A., as the administrative agent and collateral agent under the ABL Credit Facility and DIP Facility; (iv) Pryor Cashman LLP (Attn: Seth H. Lieberman, Esq. and David W. Smith, Esq.), as counsel

to Wilmington Trust, N.A., as successor indenture trustee under the Senior Notes; and (v) any other party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “**Notice Parties**”). Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-3(A)(1). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

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WHEREFORE, the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate..

Dated: July 20, 2020
St. Louis, Missouri

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Robert E. Eggmann

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