

Provisionally granted until an order is entered after the final hearing on this document.

No later than two (2) business days after entry of this Order, the Debtors shall serve a copy of this Order, and shall file a certificate of service no later than 24 hours after service.

Jul 20, 2020

*Barry S. Schermer*

BARRY S. SCHERMER  
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
SOUTHEASTERN DIVISION

In re:  
  
BRIGGS & STRATTON  
CORPORATION, *et al.*,  
  
Debtors.<sup>1</sup>

§ 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' APPLICATION FOR AUTHORITY  
TO EMPLOY CARMODY MACDONALD P.C. AS  
LOCAL RESTRUCTURING COUNSEL FOR THE DEBTORS**

NOW COME Briggs & Stratton Corporation and its debtor affiliates, as debtors and debtors in possession (each a "Debtor" and, collectively, the "Debtors") in the above-captioned Chapter 11 Cases (the "Chapter 11 Cases") and apply to this Court for authority to employ the firm of Carmody MacDonald P.C. ("Carmody MacDonald") as their local restructuring counsel. In support of this application (this "Application"), the Debtors show the Court as follows:

**Relief Requested**

1. By this Application, the Debtors respectfully request the entry of an order,<sup>2</sup> pursuant to Section 327(a) of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Debtors to retain Carmody MacDonald as their local restructuring counsel in these Chapter 11 Cases, effective as of July 20, 2020 (the "Petition Date"), as well as to provide

<sup>1</sup> 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.

<sup>2</sup> A copy of the proposed order will be made available on the Debtors' case information website at <http://www.kccllc.net/Briggs> (the "Claims Agent Website").



advice and counsel regarding such other matters as may be appropriate.

### **Jurisdiction**

2. This Court has jurisdiction over this Application under 28 U.S.C. § 1334. Venue of these Cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

### **Background**

3. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on the Petition Date. The Debtors are listed on Schedule 1 attached hereto. The employer tax identification numbers and addresses for each of the Debtors are set forth in each such Debtor's chapter 11 petitions.

4. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner, and no official committee has been appointed in these Chapter 11 Cases.

5. Additional information regarding the Debtors' businesses 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 Motions*, sworn to on the date hereof (the "**Ficks Declaration**")<sup>3</sup> which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

---

<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Ficks Declaration. All dollar (\$) references in this Motion are to the U.S. dollar, unless stated otherwise.

**Basis for Relief**

6. The Debtors have selected Carmody MacDonald as their local restructuring counsel because the firm is qualified to provide the services necessary to prosecute these Chapter 11 Cases, as well as to perform all services necessary and desirable in these Chapter 11 Cases and advise the Debtors in such other matters as may be appropriate. Carmody MacDonald has experience and knowledge in Chapter 11 restructurings, as well as bankruptcy litigation, corporate governance, financing transactions, and other complementary areas of law.

7. The Debtors believe that the employment of Carmody MacDonald is necessary and in the best interests of the Debtors' estates. The Debtors must be represented in this case by Missouri counsel who have not only restructuring experience, but also expertise in various other specialties. The legal services to be provided by Carmody MacDonald include, without limitation, the following:

- (a) advising the Debtors with respect to their rights and obligations as debtors-in-possession and regarding other matters of bankruptcy law;
- (b) assisting in the preparation and filing of any petitions, motions, applications, schedules, statements of financial affairs, plans of reorganization, disclosure statements, and other pleadings and documents that may be required in these Chapter 11 Cases;
- (c) representing the Debtors at hearings, including with respect to plans of reorganization, disclosure statements, confirmation and related hearings, and any adjourned hearings thereof;
- (d) representing the Debtors in adversary proceedings and other contested matters;

(e) representing the Debtors in connection with debtor-in-possession financing arrangements; and

(f) counseling the Debtors on other matters that may arise in connection with the Debtors' reorganization proceedings and their business operations.

8. The Debtors have retained Weil, Gotshal & Manges LLP ("**Weil**") as their lead restructuring counsel and Foley & Lardner LLP ("**Foley**") as their special counsel. Due to the size and the complexity of these Chapter 11 Cases, the Debtors believe it is appropriate to continue to be represented by Weil, as lead counsel, and Foley, as special counsel, and to retain Carmody MacDonald, a St. Louis-based firm, as its local counsel. Carmody MacDonald has extensive experience with the local bankruptcy bar and rules of this Court and is available locally to attend hearings and address issues, especially on an immediate basis. Carmody MacDonald will work closely with the Debtors, Weil, Foley, and the Debtors' other retained professionals to clearly delineate each professional's respective duties and to prevent unnecessary duplication of services whenever possible. Either Weil, Foley, or another firm will represent the Debtors in connection with any matter in which Carmody MacDonald cannot represent the Debtors because of an actual or potential conflict of interest.

9. In light of the size of these Chapter 11 Cases and the large amount of complex work that will need to be performed, the services of Carmody MacDonald are necessary and appropriate to ensure that the Debtors' interests are protected. Combining the resources of Weil and Carmody MacDonald will foster the dual goals of efficient and effective representation before this Court and will work to the benefit of the Debtors.

10. To the best of the Debtors' knowledge, based on and subject to the accompanying *Declaration of Robert E. Eggmann In Support of the Debtors' Application for Authority to*

*Employ Carmody MacDonald P.C. as a Local Counsel Restructuring Counsel for the Debtors* (the “**Eggmann Declaration**”), which is attached hereto as **Exhibit A**, Carmody MacDonald does not hold or represent any interest adverse to the Debtors’ estates; Carmody MacDonald is a “disinterested person” as that phrase is defined in Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code; and Carmody MacDonald’s employment is necessary and in the best interests of the Debtors’ estates.

11. To the best of the Debtors’ knowledge, Carmody MacDonald does not have any connection with the Debtors, their creditors, other parties in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, other than as set forth in the Eggmann Declaration. As disclosed in the Eggmann Declaration, Carmody MacDonald represents or has represented certain of the Debtors’ administrative agents, lenders, banks, customers, and other parties in interest in matters unrelated to these Chapter 11 Cases. Carmody MacDonald has informed the Debtors of its ongoing representation of these entities, and the Debtors have consented to Carmody MacDonald’s continued representation of these entities in matters unrelated to this case. The Debtors submit that the information disclosed in the Eggmann Declaration does not preclude Carmody MacDonald from representing the Debtors under applicable law and ethics rules.

12. Carmody MacDonald does not and will not represent in these Chapter 11 Cases any other entity that has an interest adverse to the Debtors’ estates.

13. Carmody MacDonald has indicated its willingness to serve as local restructuring counsel to the Debtors and to receive compensation and reimbursement in accordance with its billing procedures for services rendered and expenses incurred on behalf of the Debtors, in

accordance with the provisions of Sections 327, 330, and 331 of the Bankruptcy Code, or as otherwise ordered by the Court.

14. Carmody MacDonald's requested compensation for professional services rendered to the Debtors will be based on the hours actually expended by each assigned professional at that professional's hourly billing rate for this matter, as well as reimbursement for reasonable and necessary expenses that Carmody MacDonald customarily bills to its clients.

15. The range of hourly billing rates of Carmody MacDonald partners for this matter will be \$345 to \$450 per hour, associates \$240 to \$330 per hour, and paralegals/law clerks \$200 to \$215 per hour. Carmody MacDonald's hourly billing rates are subject to periodic adjustments to reflect annual increases and economic and other conditions. Prior to any increases in the rates set forth herein, Carmody MacDonald will give ten business days' notice to the Debtors, the U.S. Trustee, any committee appointed in these Chapter 11 Cases, and as otherwise ordered by the Court, which adjustments will be filed with the Court.

16. Carmody MacDonald's hourly fees are comparable to, or less than, those charged by attorneys of similar experience and expertise for engagements of similar scope and complexity to these Chapter 11 Cases. The Debtors have agreed to compensate Carmody MacDonald for professional services at its normal and customary hourly rates for bankruptcy matters.

17. Further details regarding professional fees and expenses are set forth in the Eggmann Declaration.

18. This Application is further supported by the Declaration of Kathryn M. Buono attached hereto as **Exhibit B**.

19. Included in this filing is Carmody MacDonald's Disclosure of Compensation of Attorneys for the Debtors pursuant to section 329(a) of Title 11 of the United States Code, Rule

2016(b) of the Federal Rules of Bankruptcy Procedure, and Rules 1002(C)(10) and 2016-1(A) of the Local Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the Eastern District of Missouri.

**Notice**

20. 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 C. 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 Unsecured Notes; (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).

*[Page Left Intentionally Blank]*

WHEREFORE, the Debtors respectfully request that this Court:

- (a) enter an order authorizing the Debtors to employ Carmody MacDonald as their local restructuring counsel in these Chapter 11 Cases for the purposes described above, effective as of the Petition Date; and
- (b) grant the Debtors such other and further relief as is just and proper.

Dated: July 20, 2020  
St. Louis, Missouri

Respectfully submitted,

Briggs & Stratton Corporation

/s/ Kathryn M. Buono

Kathryn M. Buono  
Vice President, Corporate Counsel, & Secretary  
Briggs & Stratton Corporation