

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
SOUTHEASTERN DIVISION

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
	§	<b>Case No. 20-43597-399</b>
<b>BRIGGS &amp; STRATTON CORPORATION, et al.,</b>	§	<b>(Jointly Administered)</b>
	§	
<b>Debtors.</b>	§	Related Docket Nos. 33

**ORDER AUTHORIZING THE RETENTION AND  
EMPLOYMENT OF FOLEY & LARDNER LLP  
AS SPECIAL COUNSEL FOR THE DEBTORS**

Upon the application (the “**Application**”)<sup>1</sup> of Briggs & Stratton Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order (this “**Order**”), authorizing the Debtors to retain and employ Foley & Lardner LLP (“**Foley**”) as special counsel, effective as of the Petition Date, all as more fully set forth in the Application; and upon due and sufficient notice of the Application having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and upon consideration of the Buono Declaration, the Quick Declaration, and the supplemental declaration of Patrick G. Quick [Docket No. 328] (together with the Quick Declaration, the “**Quick Declarations**”); and this Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having represented that adequate and proper notice of the Application has been given and that no other or further notice need be given; and the Court having

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Application.



reviewed the application; and the Court having previously granted the Application on a provisional basis; and the Court having held a hearing, if necessary, to consider the relief requested in the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and this Court having held a hearing to consider the relief requested in the Application and upon the Quick Declarations and the Buono Declaration submitted in support of the Application and the record of the Hearing (if any was held) and all of the proceedings before the Court; and the Court having found and determined that Foley does not represent or hold any interest adverse to the Debtors or their estates with respect to the matters for which it is being retained by the Debtors; and it appearing that the relief requested in the Application and provided for herein is in the best interests of the Debtors, their estates, creditors, and any parties in interest; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Application is approved as set forth herein.
2. In accordance with Bankruptcy Code Section 327(e), the Debtors are authorized to employ and retain Foley as special counsel, in accordance with the terms and conditions set forth in the Application, the Quick Declarations, and the Engagement Agreement. This Order, to the extent it conflicts with the Application, the Quick Declarations, and the Engagement Agreement, shall take precedence.
3. Foley shall (a) apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in accordance with the procedures set forth in Bankruptcy Code Sections 330 and 331 and applicable provisions of the Bankruptcy Rules, Local Rules, and any other procedures as may then be applicable, from time to time, and such procedures or guidelines as may be fixed by order of the Court or otherwise in

force in the Chapter 11 Cases, and (b) make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines, both in connection with the Application and the interim and final fee applications to be filed by Foley in these Chapter 11 Cases.

4. Foley is authorized, without further order of the Court, to apply its remaining Advance Payments retainer to satisfy any invoices for prepetition fees and expenses that had not been processed in Foley's accounting system as of the Petition Date. Foley shall apply all prepetition retainers, advance payments and expense advances for payment of fees and costs authorized by this Court to be paid before seeking compensation from the Debtors. Foley may bill and be paid pursuant to Local Rule 2016-2(B).

5. Nothing herein shall be construed to permit Foley to be allowed reimbursement or compensation for fees or expenses Foley incurs in defense of Foley's fees from legal challenge.

6. Notwithstanding anything in the Application or this Order to the contrary, to the extent that Foley engages foreign firms (the "**Foreign Firms**") to perform work on the Debtors' or their affiliates' behalf, Foley may seek to pass through the fees and/or costs of the Foreign Firms (the "**Foreign Firm Fees**") to the Debtors. Foley shall (a) pass through the Foreign Firm Fees to the Debtors at the same rate that Foley pays the Foreign Firms, and (b) seek reimbursement for the actual costs of the Foreign Firm Fees Only. Foley is permitted to pay any unpaid, prepetition Foreign Firm Fees to the Foreign Firms in the ordinary course of business and the Debtors are authorized and directed to reimburse Foley for the amount of those unpaid, prepetition Foreign Firm Fees.

7. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order in accordance with the Application.

8. To the extent there is any inconsistency between the terms of the Application, the Engagement Agreement, the Quick Declarations, the Buono Declaration, and this Order, the terms of this Order shall govern.

9. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

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

DATED: August 19, 2020  
St. Louis, Missouri

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Barry S. Schermer  
United States Bankruptcy Judge

**Order Prepared By:**

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-and-

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