

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

<p>In re:</p> <p>BRIGGS & STRATTON CORPORATION, et al.,</p> <p style="padding-left: 40px;">Debtors.¹</p>	<p>§ Chapter 11</p> <p>§</p> <p>§ Case No. 20-43597-399</p> <p>§</p> <p>§ (Joint Administration Requested)</p> <p>§</p> <p>§ Hearing Date: July 21, 2020</p> <p>§ Hearing Time: 10:00 a.m. (Central Time)</p> <p>§ Hearing Location: Courtroom 5 North,</p> <p>§ 111 S. 10th St., St. Louis, MO 63102</p>
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**APPLICATION OF DEBTORS PURSUANT TO
11 U.S.C. § 327(a), FED R. BANKR. P. 2014(a) AND 2016, AND
LOCAL RULES 2014 AND 2016-1 FOR AUTHORITY TO RETAIN
AND EMPLOY WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS
FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

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 application (the “**Application**”):

Background

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of 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

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.



chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (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 service 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, 1334, and Local Rule 1001 (D). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Application, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rules 2014 and 2016-1, the Debtors request

² 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.

authority to retain and employ Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”) as attorneys for the Debtors effective as of the Petition Date.

5. The Debtors request that the Court approve the retention of Weil, under a general retainer, as their attorneys to perform the extensive legal services that will be required during these chapter 11 cases in accordance with Weil’s normal hourly rates in effect when services are rendered and Weil’s normal reimbursement policies. In support of this Application, the Debtors submit the declaration of Ronit J. Berkovich, a partner of Weil, which is attached hereto as **Exhibit A** (the “**Berkovich Declaration**”), and the declaration of Kathryn M. Buono, the Debtors’ Vice President, Corporate Counsel & Secretary, (the “**Buono Declaration**”) which is attached hereto as **Exhibit B**.

Weil’s Qualifications

6. In April, 2020, Weil began advising the Debtors in connection with exploring and implementing various strategic alternatives to deleverage the Debtors’ balance sheet as well as preserve and maximize the Debtors’ enterprise value. Since that time, Weil has extensively involved in prepetition negotiations with the Stalking Horse Bidder and the Debtors’ prepetition creditors, which resulted in the execution of the Stalking Horse Agreement and the DIP Credit Agreement.

7. As a result of its prepetition representation of the Debtors, Weil acquired an in-depth knowledge of the Debtors’ capital structure and has extensive additional insight into the current condition of the Debtors’ business operations. In addition, Weil was extensively involved in prepetition negotiations with many of the Debtors’ key economic stakeholders and in analyzing strategic alternatives with respect to the Debtors’ capital structure and restructuring alternatives, including the commencement of this chapter 11 case. Accordingly, Weil possesses the necessary

background to address the potential legal issues that may arise in the context of the Debtors' chapter 11 cases.

8. In addition to Weil's knowledge of the Debtors' business and financial affairs, the Debtors selected Weil as their attorneys because of the Firm's extensive, diversified experience and expertise, including Weil's recognized expertise in the field of debtors' protections, creditors' rights, and the administration of cases under chapter 11 of the Bankruptcy Code. For example, Weil currently represents or has represented, among others, the following debtors and their affiliates: Brooks Brothers Group, Inc.; Vivus, Inc.; NPC International, Inc.; Speedcast International Limited; Skillsoft Corporation; Chinos Holdings, Inc.; Chisholm Oil & Gas Operating, LLC; 24 Hour Fitness Worldwide, Inc.; Fairway Group Holdings Corp.; Gavilan Resources Holdings, Inc.; Exide Holdings, Inc.; Kingfisher Midstream LLC; EP Energy Corporation; Halcon Resources Corporation; Fusion Connect, Inc.; Insys Therapeutics, Inc.; CTI Foods, LLC; Ditech Holding Corporation; PG&E Corporation and Pacific Gas and Electric Company; Checkout Holding Corp.; Waypoint Leasing Holdings Ltd.; LBI Media, Inc.; Sears Holdings Corporation; Tops Holding Company LLC; Southeastern Grocers, LLC; Claire's Inc.; Walter Inv. Mgmt. Corp.; Fieldwood Energy LLC; Westinghouse Electric Company LLC; TK Holdings Inc.; Angelica Corp.; Azure Midstream Partners, LP; Memorial Production Partners LP; CHC Group Ltd.; Breitburn Energy Partners LP; Basic Energy Services, Inc.; American Gilsonite Company; and Aéropostale, Inc. Accordingly, the Debtors believe that Weil is both well qualified and uniquely able to represent the Debtors in their chapter 11 cases in an efficient and timely manner. The Debtors have been informed that Ronit J. Berkovich, Partner at Weil and Debora A. Hoehne, counsel to Weil, as well as other partners at, counsel to, and associates of Weil who will be employed in these chapter 11 cases, are members in good standing of, among others, the Bar of the State of New York and the United States District Court for the Southern District of New York. Applications for *pro hac vice* for Ronit J. Berkovich and

Debora A. Hoehne to practice before this Court are being filed simultaneously with this Application.

Scope of Services

9. The services to be performed by Weil are appropriate and necessary to enable the Debtors to execute faithfully their duties as debtors and debtors in possession and to prosecute their chapter 11 cases. Subject to further order of this Court, it is proposed that Weil be employed to render the professional services listed below, on the terms of this Application and the parties' engagement letter, dated April 8, 2020 (the "**Engagement Letter**"), a copy of which is attached hereto as **Exhibit C**.³

- a. prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports and other papers in connection with the administration of the Debtors' estates;
- b. take all necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors' estates;
- c. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;
- d. perform all other necessary legal services in connection with the prosecution of these chapter 11 cases; provided, however, that to the extent Weil determines that such services fall outside of the scope of services historically or generally performed by Weil as lead debtors' counsel in a bankruptcy case, Weil will file a supplemental declaration.

³ Any references to, or descriptions of, the Engagement Letter are qualified by the express terms of the Engagement Letter, which shall govern if there is any conflict between the Engagement Letter and the descriptions provided herein.

10. It is necessary for the Debtors to employ attorneys to render the foregoing professional services. Weil has stated its desire and willingness to act in these cases and render the necessary professional services as attorneys for the Debtors.

11. In addition to this Application, the Debtors have filed, or expect to file shortly, applications to employ: (i) Carmody MacDonald P.C. (“**Carmody**”), as co-counsel, (ii) Foley & Lardner LLP (“**Foley**”), as special corporate counsel (iii) Kurtzman Carson Consultants, LLC, as claims and noticing agent; (iv) Houlihan Lokey Capital, Inc. as investment banker; (v) Deloitte & Touche LLP, as independent auditors, and (vi) Ernst & Young LLP as financial advisor. The Debtors may also file applications to employ additional professionals. Rather than resulting in any extra expense to the Debtors’ estates, it is anticipated that the efficient coordination of efforts of the Debtors’ attorneys and other professionals will greatly add to the progress and effective administration of these chapter 11 cases.

No Duplication of Services

12. As described in the Berkovich Declaration, Weil will work with Carmody and the Debtors’ other professionals to ensure a clear delineation of each firm’s respective roles in connection with representation of the Debtors in these chapter 11 cases to prevent duplication of services and ensure the case is administered in the most efficient fashion possible. In that regard, Weil and Carmody have informed the Debtors that Weil will take the lead on, among other tasks: (i) preparing on behalf of the Debtors, as debtors in possession, necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors’ estates; (ii) taking necessary actions in connection with any chapter 11 plan and related disclosure statement and all related documents, and such further actions as may be required in connection with the administration of the Debtors’ estates; (iii) taking all necessary action to protect and preserve the Debtors’ estates, including the prosecution of actions on the Debtors’ behalf, the

defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates; and (iv) performing other necessary legal services in connection with the prosecution of these chapter 11 cases. Carmody's duties will include, among other tasks: (a) providing Missouri law expertise, including advising the Debtors and Weil on issues of local practice and the Local Rules; (b) communicating with the Court and the Office of the United States Trustee for the Eastern District of Missouri (the "U.S. Trustee") with respect to the Debtors' filings and the chapter 11 cases; (c) reviewing, commenting on, and coordinating the filing of various pleadings; and (d) serving as lead counsel to the Debtors with respect to matters or parties as to which Weil has a conflict and determines that it cannot (or should not) represent the Debtors (where Carmody does not similarly have a conflict).

Weil's Disinterestedness

13. To the best of the Debtors' knowledge, the partners of, counsel to, and associates of Weil do not have any connection with or any interest adverse to the Debtors, their creditors, or any other party in interest, or their respective attorneys and accountants, except may be set forth in the Berkovich Declaration.

14. Based upon the Berkovich Declaration, Weil is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code as modified by section 1107(b) of the Bankruptcy Code. The Debtors have been informed that Weil will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise. If any new material relevant facts or relationships are discovered, Weil will supplement its disclosure to the Court accordingly.

Professional Compensation

15. As set forth in the Berkovich Declaration, for the 90 days prior to the Petition Date, Weil received payments and advances in the aggregate amount of \$8,962,940.50 for

professional services performed and to be performed, and expenses incurred and to be incurred, including the commencement and prosecution of these chapter 11 cases. Weil has a remaining credit balance in favor of the Debtors for professional services performed and to be performed, and expenses incurred and to be incurred, in connection with these chapter 11 cases in the amount of \$1,127,475.76 (the “**Fee Advance**”). An accounting summary of payments invoiced and received by Weil in the 90 days before the Petition Date is set forth in **Exhibit 4** attached to the Berkovich Declaration. As of the Petition Date, the Debtors did not owe Weil any fees for professional services performed or expenses incurred. Weil intends to apply the Fee Advance to any outstanding amounts relating to the period prior to the Petition Date that were not processed through Weil’s billing system as of the Petition Date. Weil intends to also retain any remaining balance of the Fee Advance on account of services rendered and expenses incurred subsequent to the Petition Date.

16. The Debtors understand and have agreed that Weil hereafter will apply to the Court for allowances of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (collectively, the “**Fee Guidelines**”), and any further orders of the Court (the “**Orders**”) for all professional services performed and expenses incurred after the Petition Date.

17. Subject to the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines, and the Orders, the Debtors propose to compensate Weil for services rendered at Weil’s customary hourly rates that are in effect from time to time, as set forth in the Berkovich Declaration, and to reimburse Weil according to its customary reimbursement

policies. The Debtors respectfully submit that Weil's rates and policies stated in the Berkovich Declaration are reasonable.

Notice

18. Notice of this Application 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, 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).

19. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

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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 this Court may deem just and appropriate.

Dated: July 20, 2020
Wauwatosa, Wisconsin

Respectfully submitted,

Briggs & Stratton Corporation (for itself and on behalf of each of its affiliated debtors as Debtors and Debtors in Possession)

/s/ Kathryn M. Buono

Name: Kathryn M. Buono

Title: Vice President, Corporate Counsel & Secretary

Exhibit A

Berkovich Declaration

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re: § Chapter 11
§
§ Case No. 20-43597-399
§
BRIGGS & STRATTON, §
CORPORATION, *et al.*, § (Joint Administration Requested)
§
Debtors.¹ §
§
§
§

**DECLARATION OF RONIT J. BERKOVICH
IN SUPPORT OF APPLICATION OF DEBTORS
FOR AUTHORITY TO RETAIN AND EMPLOY
WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE
DEBTORS EFFECTIVE AS OF THE PETITION DATE PURSUANT TO
11 U.S.C. §§ 327, 329, AND 504 AND FED. R. BANKR. 2014(a) AND 2016(b)**

Pursuant 28 U.S.C. § 1746, I, Ronit Berkovich, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner of the firm of Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), an international law firm with principal offices at 767 Fifth Avenue, New York, New York 10153; regional offices in Washington, D.C.; Houston and Dallas, Texas; Miami, Florida; Boston, Massachusetts; Princeton, New Jersey; Redwood Shores, California; and foreign offices in London, United Kingdom; Frankfurt and Munich, Germany; Paris, France; and Beijing, Hong Kong, and Shanghai, China.

2. I submit this declaration (this “**Declaration**”) in connection with the Application, submitted on the date hereof (the “**Application**”), of Briggs & Stratton Corporation and its affiliated debtors, as debtors and debtors in possession in the above-captioned chapter 11

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.

cases (collectively, the “**Debtors**”), for authority to employ and retain Weil as their attorneys in the above-captioned chapter 11 cases, effective as of July 20, 2020 (the “**Petition Date**”), at its normal hourly rate in effect from time to time and in accordance with its normal reimbursement policies, in compliance with sections 327(a), 328(a), 329, and 504 of title 11 of the United States Code (the “**Bankruptcy Code**”), and to provide the disclosure required under rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and rules 2014 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Eastern District of Missouri (the “**Local Rules**”). Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Weil’s completion of further review, or as additional information regarding parties in interest becomes available, a supplemental declaration will be submitted to the Court reflecting such amended, supplemented or otherwise modified information.

3. Neither I, Weil, nor any partner of, counsel to, or associate of the Firm represents any entity other than the Debtors in connection with these chapter 11 cases. In addition, except as set forth herein, to the best of my knowledge, after due inquiry, neither I, Weil, nor any partner of, counsel to, or associate of the Firm represents any party in interest in these chapter 11 cases in matters related to these chapter 11 cases.

Weil’s Disclosure Procedures

4. Weil has in the past, represented, currently represents, and may in the future represent, entities that are claimants or interest holders of the Debtors in matters unrelated to the Debtors’ pending chapter 11 cases. Weil, which employs approximately 1,100 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Weil has in the past represented, currently represents,

and may in the future represent, entities that are claimants or interest holders of the Debtors in matters unrelated to these chapter 11 cases. Some of those entities are, or may consider themselves to be, creditors or parties in interest in these chapter 11 cases or otherwise have interests in these cases.

5. In preparing this Declaration, Weil used its customary procedures to ensure compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules regarding the retention of professionals by a debtor under the Bankruptcy Code (the “**Firm Disclosure Procedures**”). Pursuant to the Firm Disclosure Procedures, Weil performed, or caused to be performed, the following actions to identify the parties relevant to this Declaration and to ascertain Weil’s connection to such parties:

- a. A comprehensive list of the types of entities that may have contacts with the Debtors was developed through discussions with the Weil attorneys who have provided services to the Debtors and in consultation with the advisors to and senior management of the Debtors (the “**Retention Checklist**”). A copy of the Retention Checklist is attached hereto as **Exhibit 1**.
- b. Weil obtained information responsive to the Retention Checklist through several inquiries of the Debtors’ senior management and advisors and review of documents provided by the Debtors to Weil. Weil then used that information, together with other information identified by Weil, to compile a list of the names of entities that may be parties in interest in these chapter 11 cases (the “**Potential Parties in Interest**”). A copy of the Potential Parties in Interest list is attached hereto as **Exhibit 2**.
- c. Weil maintains a master client database as part of its conflict clearance and billing records. The master client database includes the names of the entities for which any attorney time charges have been billed since the database was first created (the “**Client Database**”). The Client Database includes the name of all current and former clients, the name of the parties who are or were related or adverse to such current and former clients, and the names of the Weil personnel who are or were responsible for current or former matters for such clients. Weil’s policy is that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties, and, in some cases, parties related to the client or to an adverse party.

Accordingly, the database is updated for every new matter undertaken by Weil. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

- d. Weil compared the names of each of the Potential Parties in Interest to client matters in the Client Database for which professional time was recorded during the two years prior to the comparison.² Any matches to names in the Client Database generated by the comparison were compiled, together with the names of the respective Weil personnel responsible for the identified client matters (the “**Client Match List**”).
- e. A Weil attorney then reviewed the Client Match List and deleted obvious name coincidences and individuals or entities that were adverse to Weil’s clients in both this matter and the matter referenced on the Client Match List.
- f. Using information in the Client Database concerning entities on the Client Match List and making general and, if applicable, specific inquiries of Weil personnel, Weil verified that it does not represent and has not represented any entity on the Client Match List in connection with these chapter 11 cases.
- g. In addition, a general inquiry was sent by electronic mail to all Weil personnel (attorneys and staff) to determine whether any such individuals or any members of their households (i) own any debt or equity securities of the Debtors; (ii) hold a claim against or interest adverse to the Debtors; (iii) are or were officers, directors, or employees of the Debtors or any of the affiliates or subsidiaries; (iv) are related to or have any connections to Bankruptcy Judges in the Eastern District of Missouri; or (v) are related to or have any connections to anyone working in the Office of the United States Trustee for the Eastern District of Missouri (the “**U.S. Trustee**”).

Weil’s Connections with the Debtors

6. Weil compiled responses to the foregoing inquiries for the purpose of preparing this Declaration. Responses to the inquiry described in paragraph 5(g) above reflect that, as of the Petition Date, no Weil personnel or member of the household of any Weil personnel

² For purposes of the Firm Disclosure Procedures, Weil considers an entity a “former client” if professional time was recorded within the past two years, but all matters for such client have since been closed. Because the Firm Disclosure Procedures only reflect client activity during the past two years, matches to client matters outside that timeframe are not reflected in this Declaration.

holds any claims against, stock of, or other interests in the Debtors and that no such individuals held significant employment with the Debtors.³

7. Weil has rendered, among other services, refinancing and restructuring-related legal services to the Debtors since April, 2020. Since that time, Weil has advised the Debtors concerning their corporate affairs, debt obligations, and strategic restructuring alternatives. Most recently, Weil has provided the necessary services to enable the Debtors to commence the above-captioned chapter 11 cases. Weil, working together with Carmody MacDonald P.C. (“**Carmody**”), primarily was responsible for the preparation of the chapter 11 petitions, initial motions, and applications relating to these chapters 11 cases.

**Weil’s Connections with Parties in Interest
in Matters Unrelated to These Chapter 11 Cases**

8. Either I, or an attorney working under my supervision, reviewed the connections between Weil and the clients identified on the Client Match List, and the connections between those entities and the Debtors. After such review, either I, or an attorney working under my supervision, determined, in each case, that Weil does not hold or represent an interest that is adverse to the Debtors’ estates and that Weil is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, for the reasons discussed below.

9. Weil previously represented, currently represents, and may in the future represent the entities (or their affiliates) described below in matters unrelated to the Debtors. These disclosures, attached hereto as **Exhibit 3**, are the product of implementing the Firm Disclosure Procedures (the “**Disclosure Schedule**”). An entity is listed as a “Current Client” on the

³ Certain Weil personnel or members of the households of Weil personnel may unknowingly hold stock or other interests in the Debtors in blind, discretionary accounts, or mutual funds.

Disclosure Schedule if Weil has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two (2) years. An entity is listed as a “Former Client” on the Disclosure Schedule if Weil represented such entity or a known affiliate of such entity within the past two (2) years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed. Weil has not represented, does not represent, and will not represent any entities listed on the Disclosure Schedule in matters directly related to the Debtors or these chapter 11 cases.

10. To the best of my knowledge and information, the annual fees for each of the last two (2) years⁴ paid to Weil by any entity listed on the Disclosure List or its affiliates did not exceed 1% of the Firm’s annual gross revenue except Sears Holding Corporation accounted for 2.2% of Weil’s last twelve (12) months’ revenue and 2.4% of Weil’s last twenty-four (24) months’ revenue.⁵ Weil will not represent the Debtors in any matter adverse to Sears Holding Corporation.⁶ Any and all such matters will be handled by separate conflicts counsel.

11. In addition to the foregoing, through diligent inquiry, I have ascertained no connection, as such term is used in section 101(14)(C) of the Bankruptcy Code, as modified by section 1107(b), and Bankruptcy Rule 2014(a), between Weil and (i) the U.S. Trustee or any person employed by the U.S. Trustee, (ii) any attorneys, accountants, or financial consultants in these chapter 11 cases, or (iii) any investment bankers who represent or may represent the Debtors,

⁴ According to Weil’s records as of July 17, 2020.

⁵ The Board of Directors of Sears Holdings Corporation accounted for 0% of the firm’s revenue in the past twelve (12) months and .3% of the firm’s revenue in the past twenty-four (24) months.

⁶ The chapter 11 petition lists Sears, Roebuck & Co. as a top 30 creditor with a contingent, unliquidated, and disputed litigation claim against Briggs & Stratton Corporation.

claimants, or other parties in interest in these chapter 11 cases, except as set forth herein and on the Disclosure Schedule.⁷ As part of its practice, Weil appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of whom now, or may in the future, represent claimants and other parties in interest in these cases. Weil has not represented, and will not represent, any such parties in relation to the Debtors or their chapter 11 cases. Weil does not have any relationship with any such attorneys, accountants, financial consultants, or investment bankers that would be adverse to the Debtors or their estates.

12. Additionally, Weil has represented, and may currently represent, entities that hold, or may, in the future, hold certain of the Debtors' debt in beneficial accounts on behalf of unidentified parties. Because distressed debt is actively traded in commercial markets, Weil may be unaware of the actual holder of such debt at any given moment. Weil also represents numerous entities in unrelated matters that may buy and/or sell distressed debt, claims, or equity interests of chapter 11 debtors. Moreover, from time to time, Weil is engaged by various entities that buy and/or sell distressed debt to analyze the capital structure of a distressed company based on a review of publicly available information. The Firm does not undertake such reviews after it has been engaged to represent any such company, including the Debtors, and does not view any public debt review as an adverse representation to the Debtors. Similarly, as a large firm, Weil may represent creditors/investors of or parties interested in investing in one or more parties in interest in these cases. Weil does not believe these relationships represent interests adverse to the estate.

⁷ Certain Weil partners have family members who are affiliated with investment banking firms. Should such investment banking firms become parties in interest in these chapter 11 cases, such a *de minimis* connection would not affect Weil's disinterestedness in these chapter 11 cases.

13. Certain of the parties in interest in these chapter 11 cases are or were, from time to time, members of ad hoc or official creditors' committees represented by Weil in matters unrelated to these chapter 11 cases. In such instances, Weil only represented the committee or group, and did not represent the creditors in their individual capacities. Weil does not and will not represent any of these parties in connection with these chapter 11 cases.

14. Despite the efforts described herein to identify and disclose Weil's connections with the parties in interest in these chapter 11 cases, and because the Debtors have numerous relationships, Weil is unable to state with certainty that every client relationship or other connection has been disclosed. In this regard, Weil will continue to apply the Firm Disclosure Procedures. If any new material, relevant facts, or relationships are discovered or arise, Weil will promptly file a supplemental disclosure with the Court.

Weil Is Disinterested

15. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe Weil does not hold or represent an interest adverse to the Debtors' estates in the matters upon which Weil is to be employed, and that Weil is "disinterested" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

Weil's Retainer, Rates, and Billing Practices

16. Weil is not a creditor of the Debtors. During the 90-day period prior to the Petition Date, Weil received payments and advances in the aggregate amount of \$8,962,940.50⁸ for services performed and expenses incurred, and also to be performed and incurred, including in preparation for the commencement of these Chapter 11 Cases. A summary of payments invoiced

⁸ All dollar (\$) references in this Declaration are to the U.S. dollar, unless stated otherwise.

and received by Weil in the 90 days prior to the Petition Date is attached hereto as **Exhibit 4**. As of the Petition Date, Weil held a remaining credit balance in favor of the Debtors for professional services performed and to be performed, and expenses incurred and to be incurred, in connection with these chapter 11 cases in the amount of \$1,127,475.76 (the “**Fee Advance**”), subject to any amount Weil intends to apply against the Retainer as set forth in paragraph 15 of the Application.

17. Weil intends to charge the Debtors for services rendered in these Chapter 11 Cases at Weil’s normal hourly rates in effect at the time the services are rendered. Weil’s current customary hourly rates, subject to change from time to time, are \$1,100 to \$1,695 for partners and counsel, \$595 to \$1,050 for associates, and \$250 to \$435 for paraprofessionals.

18. Weil also intends to seek reimbursement for expenses incurred in connection with its representation of the Debtors in accordance with Weil’s normal reimbursement policies, subject to any modifications to such policies that Weil may be required to make to comply with orders of this Court, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (collectively, the “**Fee Guidelines**”). Weil’s disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil will charge \$.10 per page for black and white copies and \$.50 per page for color copies. Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole, although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in-house or through a third-party vendor) include, but

are not limited to, facsimiles, overtime, overtime meals, deliveries, court costs, cost of food at meetings, transcript fees, travel fees, and clerk fees.

19. No promises have been received by Weil, or any partner, counsel, or associate of Weil, as to payment or compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines. Furthermore, Weil has no agreement with any other entity to share compensation received by Weil or by such entity.

20. The Application requests approval of Weil's retention on rates, terms, and conditions consistent with what Weil charges non-chapter 11 debtors, namely, prompt payment of Weil's hourly rates, as adjusted from time to time, and reimbursement of out-of-pocket disbursements at cost or based on formulas that approximate the actual cost where the actual cost is not easily ascertainable. Subject to these terms and conditions, Weil intends to apply for allowance of compensation for professional services rendered in these chapter 11 cases and for reimbursement of actual and necessary expenses relating thereto, in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Fee Guidelines.

Coordination with Other Professionals for the Debtors

21. Weil is aware that the Debtors have submitted, or intend to submit, separate applications to retain, among others, Carmody, as co-counsel to the Debtors, Foley & Lardner LLP as corporate counsel, Houlihan Lokey Capital, Inc. as investment banker, Ernst & Young LLP, as financial advisor to the Debtors, and Kurtzman Carson Consultants, LLC, as claims, noticing, and voting agent and administrative advisor. Weil, in conjunction with the Debtors' management, intends to carefully monitor and coordinate the efforts of all professionals retained by the Debtors

in these chapter 11 cases and will delineate their respective duties so as to prevent duplication of services whenever possible.

22. The foregoing constitutes the statement of Weil pursuant to sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b).

Attorney Statement Pursuant to U.S. Trustee Guidelines

23. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the Fee Guidelines.

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the twelve (12) months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the twelve (12) months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Weil's billing rates and material financial terms with respect to this matter have not changed since the Debtors engaged Weil in April, 2020.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: Weil is developing a prospective budget and staffing plan for these chapter 11 cases. Weil and the Debtors will review such budget following the close of the budget period to determine a budget for the following period.

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: July 20, 2020
New York, New York

/s/ Ronit J. Berkovich

Ronit J. Berkovich
Partner, Weil, Gotshal & Manges LLP

Exhibit 1

Retention Checklist

BRIGGS & STRATTON CORPORATION
Retention Checklist Category

- Debtors
- Debtors' Trade Names and Aliases (a/k/a, f/k/a, d/b/a)
- Debtor Affiliates and Subsidiaries
- Debtor Affiliates and Subsidiaries' Trade Names and Aliases (a/k/a, f/k/a, d/b/a)
- Bank Accounts
- Bankruptcy Judges and Staff
- Contract Counterparties (Includes Patents and IP)
- Debtors' Professionals (Law Firms, Accountants, and Other Professionals)
- Holder of Bank Debt
- PIK Noteholders
- Five (5) Largest Secured Claim Holders
- Insurance/Insurance Provider
- Litigation Counterparties/Litigation Pending Lawsuits (Includes Threatened Litigation)
- Landlords and Parties to Leases
- Non-Debtors' Professionals
- Office of the United States Trustee
- Officers, Managers, and Directors and Affiliations (Current and Former)
- Ordinary Course Professionals
- Other Secured Parties (Letters of Credit/ Issuers of Letters of Credit)
- Partnerships/Joint Venture Partnerships/Counterparties
- Significant Competitors
- Significant Shareholders (More Than 5% of Equity)
- Taxing Authorities
- Top Forty (40) Unsecured Creditors
- UCC Lien Holders
- Utility Providers
- Vendors

Exhibit 2

Potential Parties in Interest List

ABL

JPMORGAN CHASE BANK, NA
U.S. NATIONAL BANK ASSOCIATION
BANK OF AMERICA, NA
BANK OF MONTREAL
WELLS FARGO BANK, NA
CIBC BANK USA
KEYBANK NATIONAL ASSOCIATION
FIRST MIDWEST BANK

INDENTURE TRUSTEE

WILMINGTON TRUST COMPANY
WELLS FARGO BANK, NA

THE DEBTORS

BRIGGS & STRATTON CORPORATION
BILLY GOAT INDUSTRIES, INC
ALLMAND BROS., INC
BRIGGS & STRATTON TECH LLC
BRIGGS & STRATTON INTERNATIONAL, INC

AFFILIATES OF THE DEBTOR

BRIGGS & STRATTON AG (SWITZERLAND)
BRIGGS & STRATTON AUSTRALIA PTY. LIMITED
BRIGGS & STRATTON INTERNATIONAL AG
(SWITZERLAND)
VICTA LIMITED
B&S SWITZERLAND (DENMARK)
B&S SWITZERLAND L.R.O. (DUBAI, UAE)
B&S SWITZERLAND L.R.O. (INDIA)
B&S SWITZERLAND L.R.O. (RUSSIA)
BRANCO MOTORES LTDA
BRIGGS & STRATTON (CHONGQING) ENGINE
CO, LTD
BRIGGS & STRATTON (MALAYSIA) SDN. BHD.
BRIGGS & STRATTON (SHANGHAI)
INTERNATIONAL TRADING CO, LTD
BRIGGS & STRATTON AG (NORWAY)
BRIGGS & STRATTON AG MERKEZI ISVICRE
ISTANBUL MERKEZ SUBESI (TURKEY)
BRIGGS & STRATTON AG TURKIYE IRTIBAT
BUROSU (TURKEY)
BRIGGS & STRATTON AUSTRIA GESELLSCHAFT
M.B.H.
BRIGGS & STRATTON CANADA, INC
BRIGGS & STRATTON CORPORATION
FOUNDATION, INC
BRIGGS & STRATTON CZ, S.R.O. (CZECH)

BRIGGS & STRATTON FRANCE
BRIGGS & STRATTON GERMANY GMBH
BRIGGS & STRATTON IBERICA, S.L. (SPAIN)
BRIGGS & STRATTON INDIA PRIVATE LIMITED
BRIGGS & STRATTON INTERNATIONAL HOLDING
B.V. (NETHERLANDS)
BRIGGS & STRATTON INTERNATIONAL, INC
BRIGGS & STRATTON ITALY S.R.L.
BRIGGS & STRATTON JAPAN K.K.
BRIGGS & STRATTON LIMITED LIABILITY
COMPANY
BRIGGS & STRATTON MANAGEMENT
(SHANGHAI) CO, LTD
BRIGGS & STRATTON MEXICO SRL DE C.V.
BRIGGS & STRATTON NETHERLANDS B.V.
BRIGGS & STRATTON NEW ZEALAND LIMITED
BRIGGS & STRATTON RSA (PROPRIETARY)
LIMITED
BRIGGS & STRATTON SWEDEN AKTIEBOLAG
BRIGGS & STRATTON U.K. LIMITED
BUSINESS HEALTH CARE GROUP OF WISCONSIN
LLC
DAIHATSU - BRIGGS CO LTD
GURU VENTURES, INC
NIKKI AMERICA FUEL SYSTEMS LLC
PICOSPRAY, INC
POWER DISTRIBUTORS LLC
STARTING USA CORPORATION
VICTA LAWN CARE PTY. LTD

JOINT VENTURE PARTNERS

DAIHATSU MOTOR CO
NIKKI AMERICA

6.875% SENIOR NOTE HOLDERS

AMERICAN BUSINESS & PERSONAL INSUR
BANK OF NEW YORK MELLON CORP/THE
BARINGS LLC
BITCO GENERAL INSURANCE CORP
BITCO NATIONAL INSURANCE CO
BNY MELLON GLOBAL MANAGEMENT LTD
BRINKER CAPITAL INC
CANAL INSURANCE CO
CANDRIAM INVESTORS GROUP
CANDRIAM LUXEMBOURG
CATALYST CAPITAL ADVISORS LLC
CLARK CAPITAL MANAGEMENT GROUP INC
CROSSINGBRIDGE ADVISORS LLC

FIRST WESTERN CAPITAL MANAGEMENT
GREAT WEST CASUALTY CO
GREAT-WEST CAPITAL MANAGEMENT LLC
GREAT-WEST LIFE ASSURANCE CO/THE
INVESCO LTD
INVESCO POWERSHARES CAPITAL MANAGE
KRANE FUNDS ADVISORS LLC
L&S ADVISORS INC
LGT CAPITAL PARTNERS FL AG/LIECHTE
LGT CAPITAL PARTNERS LTD/SWITZERLAND
LYSANDER FUNDS LTD
MACKAY SHIELDS LLC
MACKENZIE FINANCIAL CORP
MANUFACTURERS ALLIANCE INSURANCE C
NEW YORK LIFE INSURANCE CO
NEW YORK LIFE INVESTMENT MGT
OLD REPUBLIC GENERAL INSURANCE COR
OLD REPUBLIC INSURANCE CO
OLD REPUBLIC LIFE INSURANCE CO
OLD REPUBLIC NATIONAL TITLE INSURA
OLD REPUBLIC SECURITY ASSURANCE CO
OLD REPUBLIC SURETY CO
PENNSYLVANIA MANUFACTURERS
ASSOCIATION
PENNSYLVANIA MANUFACTURERS INDEMNITY
POWER CORP OF CANADA
PUTNAM INVESTMENTS LLC
RELIASTAR LIFE INSURANCE CO
RIVERPARK ADVISORS LLC
VOYA INSURANCE & ANNUITY CO
VOYA RETIREMENT INSURANCE & ANNUIT
WELLS FARGO & CO
WELLS FARGO BANK, NA
WELLS FARGO CLEARING SERVICES LLC
ALTRUIS CAPITAL MANAGEMENT
COHANZICK MANAGEMENT
EWING ASSET MANAGEMENT
FIRST BALLANTYNE
FULCRA ASSET MANAGEMENT
GALLIARD CAPITAL MANAGEMENT
GOLDHILL INVESTMENTS
GSO CAPITAL PARTNERS
HOLBROOK HOLDINGS
LOOMIS SAYLES & COMPANY
MANAGED ASSET PORTFOLIOS
MURCHINSON LTD
NEW GENERATION ADVISORS
NEW JERSEY DIVISION OF INVESTMENT

OLD REPUBLIC ASSET MANAGEMENT
PENDERFUND CAPITAL MANAGEMENT
PRINCIPAL LIFE INSURANCE
SKYLANDS CAPITAL MANAGEMENT
SKYROCK INVESTMENT MANAGEMENT
WHITEBOX ADVISORS
AMALGAMATED BANK
AMERICAN ENTERPRISE INVESTMENT SERVICES
INC
APEX CLEARING CORPORATION
AXOS CLEARING LLC
BB&T SECURITIES LLC
BMO HARRIS BANK NA/TRUST
BMO NESBITT BURNS INC/CDS**
BNP PARIBAS, NEW YORK BRANCH/BNP
PARIBAS PRIME BROKERAGE CUSTODIAN
BOFA SECURITIES, INC
BROWN BROTHERS HARRIMAN & CO
CHARLES SCHWAB & CO, INC
COMERICA BANK
D. A. DAVIDSON & CO
E*TRADE SECURITIES LLC
EDWARD D. JONES & CO
EUROCLEAR BANK SA/NV
GOLDMAN SACHS & CO LLC
HILLTOP SECURITIES INC
INTERACTIVE BROKERS RETAIL EQUITY
CLEARING
INTL FCSTONE FINANCIAL INC
J.P. MORGAN SECURITIES LLC/JPMC
JANNEY MONTGOMERY SCOTT LLC
JPMORGAN CHASE BANK, NATIONAL
ASSOCIATION
KEYBANK NATIONAL ASSOCIATION
LPL FINANCIAL CORPORATION
MERRILL LYNCH, PIERCE, FENNER & SMITH
INCORPORATED/8862 MLPF&S TS SUB
MORGAN STANLEY SMITH BARNEY LLC
MUFG UNION BANK, NA
NATIONAL FINANCIAL SERVICES LLC
OPPENHEIMER & CO INC
PERSHING LLC
RAYMOND JAMES & ASSOCIATES, INC
RBC CAPITAL MARKETS LLC
RELIANCE TRUST COMPANY/FIS GLOBAL PLUS
RELIANCE TRUST COMPANY/FIS TRUSTDESK
MKE
RELIANCE TRUST COMPANY/SWMS1

ROBERT W. BAIRD & CO INCORPORATED
SEI PRIVATE TRUST COMPANY/C/O GWP
STATE STREET BANK AND TRUST COMPANY
STIFEL, NICOLAUS & COMPANY INCORPORATED
TD AMERITRADE CLEARING, INC
THE BANK OF NEW YORK MELLON/MELLON
TRUST OF NEW ENGLAND, NATIONAL
ASSOCIATION
THE NORTHERN TRUST COMPANY
U.S. BANCORP INVESTMENTS, INC
U.S. BANK NA
UBS FINANCIAL SERVICES INC
UMB BANK, NATIONAL ASSOCIATION
VANGUARD MARKETING CORPORATION
WEDBUSH SECURITIES INC/P3
WELLS FARGO SECURITIES LLC

DEBTOR PROFESSIONALS

ERNST & YOUNG LLP
FOLEY & LARDNER LLP
HOULIHAN LOKEY CAPITAL, INC
ALPHA IR
REPUTATION PARTNERS
WEIL, GOTSHAL & MANGES LLP
CARMONDY MACDONALD P.C.
KURTZMAN CARSON CONSULTANTS LLC

CREDITOR PROFESSIONALS - ABL

FTI CONSULTING
LATHAM & WATKINS LLP

**CREDITOR PROFESSIONALS – 6.875% SENIOR
NOTES**

GIBSON DUNN & CRUTCHER LLP
IMPERIAL CAPITAL LLC

**CREDITOR PROFESSIONALS – INDENTURE
TRUSTEE**

PRYOR CASHMAN LLP

**CREDITOR PROFESSIONALS – UNSECURED
CREDITORS**

NONE KNOWN AT THIS TIME

DIRECTORS

BRIAN C. WALKER
CHARLES I. STORY

FRANK M. JAEHNERT
HAROLD L. REDMAN
HENRIK C. SLIPSAGER
JEFFREY R. HENNION
KATHRYN M. BUONO
KEITH R. MCLOUGHLIN
DAVID J. RODGERS
MARK A. SCHWERTFEGER
PATRICIA L. KAMPLING
RANDALL R. CARPENTER
SARA A. GREENSTEIN
THOMAS H. RUGG
TODD J. TESKE
WILLIAM H. REITMAN
ANDREA L. GOLVACH

OFFICERS

ANDREA L. GOLVACH
CHARLES FORTNER
DAVID J. RODGERS
DONALD W. KLENK
ERIC T. CHACK
HAROLD L. REDMAN
HIROMASA OHNO
JEFFREY M. ZEILER
KATHRYN M. BUONO
MARK A. SCHWERTFEGER
MICHAEL F. HANNEMAN
RACHELE M. LEHR
RANDALL R. CARPENTER
THOMAS H. RUGG
THOMAS M. BURKARD
TODD J. TESKE
TOYOTAKA TESAKI
WILLIAM H. REITMAN

TOP CUSTOMERS – OVERALL

HUSQVARNA OUTDOOR POWER
JOHN DEERE POWER PRODUCTS
LOWE'S CORPORATION
MTD PRODUCTS INC
NINGBO DAYE GARDEN
THE TORO COMPANY
WELLS FARGO COMMERCIAL DIST FINANCE

TOP CUSTOMERS – PRODUCTS

PACE DISTRIBUTION
MENARDS

COSTCO
CADCO DISTRIBUTION
CANADIAN TIRE CORP
AMAZON US
LOWES CANADA
LEPCO
GOLDEN EAGLE DIST. CORP.
SABRE FRANCE
FIABA SRL
O'CONNOR'S LAWN & GARDEN
MASKINHANDLER INDKOBSRINGEN A/S
T2_CO-OP
ACE HARDWARE US
AMAZON EUROPE
ECOMM1
HILAIRE VAN DER HAEGHE
ISEKI FRANCE SAS
ISEKI-MASCHINEN-GMBH
BUNNINGS
SEARS
AHERN RENTAL
CATERPILLAR CORPORATION
OSCAR WILSON ENGINE & PARTS INC
SUNSTATE EQUIPMENT
UNITED RENTAL

TOP CUSTOMERS – ENGINES

HUSQVARNA OUTDOOR
TORO CONSUMER
NINGBO DAYE GARDEN
STIGA S.P.A
STIGA SLOVAKIA
HUSQVARNA POLAND SP
AL-KO PRODUCTION
MTD HUNGARIA KFT
STIHL
METALCRAFT OF MAYVIL
GENERAC POWER
SUMEC HARDWARE & TOO
POWER DISTRIBUTORS
EXCEL INDUSTRIES INC
INTIMIDATOR INC
MASPORT LIMITED
MORIDGE MANUFACTURIN
GATOR TAIL LLC
YURAH CORP BSAS
BAD BOY INC
FOGO SP. Z O.O.

JSC KRASNY OCTIABR

FINANCIAL INSTITUTIONS

BANK OF AMERICA
BMO WEALTH MANAGEMENT
JPMORGAN CHASE
SUN TRUST
U.S. BANK
WELLS FARGO BANK NA

INSURANCE PROVIDERS

AMERICAN INTERNATIONAL GROUP, INC (AIG)
AXIS INSURANCE COMPANY
CHUBB
CHUBB SPECIALTY INSURANCE
CNA SPECIALTY LINES
ENDURANCE AMERICAN INSURANCE COMPANY
GREAT AMERICAN INSURANCE GROUP
MARSH USA INC
MARSH JLT SPECIALTY
TRAVELERS CASUALTY AND SURETY COMPANY
OF AMERICA
ZURICH AMERICAN INSURANCE COMPANY/
ZURICH SURETY
WILLIS TOWERS WATSON MIDWEST, INC
PREMIUM FUNDING ASSOCIATES, INC
ACE AMERICAN INSURANCE COMPANY
AIG INTERNATIONAL
AXA XL AMERICA, INC
AXIS EMPLOYMENT PRACTICES LIABILITY
BERKLEY INSURANCE COMPANY
CONTINENTAL CASUALTY CORPORATION
FEDERAL INSURANCE COMPANY
MAGNA CARTA INSURANCE, LTD
NATIONAL UNION FIRE INSURANCE COMPANY
OF PITTSBURGH, PA
SAFETY NATIONAL CASUALTY CORPORATION
SOMPO INTERNATIONAL
STOCK INSURANCE COMPANY
TRANSPORTATION INSURANCE COMPANY
TRAVELERS PROPERTY CASUALTY COMPANY OF
AMERICA
WILLIS (BERMUDA) LIMITED
WILLIS LIMITED
WNA LONDON
XL INSURANCE AMERICA, INC
WESTPAC BANKING CORPORATION
QBE INSURANCE CORPORATION

GEMINI INSURANCE COMPANY
EVANSTON INSURANCE COMPANY

INTERCOMPANY LENDERS

BRIGGS & STRATTON (CHONGQING) ENGINE
CO, LTD
BRIGGS & STRATTON (SHANGHAI)
INTERNATIONAL TRADING CO, LTD
BRIGGS & STRATTON INTERNATIONAL AG

LANDLORDS

BURKE BUSINESS PARK LLC
FORT MOTTE LLC
FR GEORGIA LLC
HUNCH FAMILY LIMITED PARTNERSHIP
LEEDS INDUSTRIAL PARK, INC
LEWIS LOGISTICS
MID-SOUTH INVESTMENTS, INC
ONX3 LLC
ROTH INVESTMENT HOLDINGS LLC
TI INVESTORS OF GERMANTOWN I LLC
BURLEIGH PARTNERS LLC
SMI SNP INC / SIMPLICITY MANUFACTURING
HAROLD H LUIKEN & SONS
NIKKI AMERICA FUEL SYSTEMS LLC
LINCOLN PROPERTY COMPANY
SWIFT RENTAL PROPERTIES
REILLY LOGISTICS LLC
ROGER AND TAMA SUNDQUIST
ONE STONE LLC
KRS PROPERTY LLC
MURRAY LUMBER INC
FERRIS INDUSTRIES, INC
AJ&V FRANKLIN TRUSTEES
GOODMAN GROUP

LESSORS (OTHER THAN LANDLORDS)

YES EQUIPMENT AND SERVICES, INC
BNP PARIBAS
WEAVER BUSINESS MACHINES
PITNEY BOWES
PENSKE TRUCK LEASING CO
TOYOTA FINANCIAL SERVICES
BADGER INDUSTRIAL TRUCKS, INC
YALE EQUIPMENT SERVICES INC
RICOH AMERICAS CORPORATION

LC COUNTERPARTIES

JPMORGAN CHASE BANK, NA
WELLS FARGO COMMERCIAL DISTRIBUTION
FINANCE LLC
WELLS FARGO CAPITAL FINANCE CORPORATION
CANADA (SUCCESSOR IN INTEREST TO GE
COMMERCIAL DISTRIBUTION FINANCE
CANADA)
BANK OF AMERICA SCRANTON STANDBY TRADE
OPERATIONS
SENTRY INSURANCE A MUTUAL COMPANY
BANK OF AMERICA, NA
WASHINGTON COUNTY
ZURICH AMERICAN INSURANCE COMPANY
AMERICAN ALTERNATIVE INSURANCE
CORPORATION
US BANK NA
ELAVON FINANCIAL SERVICES DAC

MAJOR COMPETITORS

HONDA MOTOR CO, LTD
KAWASAKI HEAVY INDUSTRIES, LTD
KOHLER CO
GENERAC POWER SYSTEMS, INC
ALFRED KARCHER GMBH & CO
TECHTRONIC INDUSTRIES
DEERE & COMPANY
MTD CONSUMER LAWN MOWERS
THE TORO COMPANY
SCAG POWER EQUIPMENT
METALCRAFT OF MAYVILLE, INC
HOP

TAXING AUTHORITIES

ALABAMA DEPARTMENT OF REVENUE SALES,
USE & BUSINESS TAX DIVISION
ARIZONA TRANSACTION PRIVILEGE & USE TAX
ARKANSAS DPARTMENT OF FINANCE/ADMIN
BULLOCH COUNTY
BUTLER COUNTY COLLECTOR
CADDCC-SHREVEPORT SALES AND USE TAX
COMMISSION
CALIFORNIA STATE BOARD OF EQUALIZATION
CALLOWAY COUNTY SHERIFF
CANADA REVENUE AGENCY
CITY OF MURRAY CITY CLERKS OFFICE
CITY OF SHERRILL
CITY OF WAUWATOSA
COLORADO DEPARTMENT OF REVENUE

COMPTROLLER OF MARYLAND
DESOTO PARISH
DIVISION OF TAXATION KANSAS DEPARTMENT
OF REVENUE
FLORIDA DEPARTMENT OF REVENUE
GEORGIA DEPARTMENT OF REVENUE
HENRY COUNTY TAX COMMISSIONER
ILLINOIS DEPARTMENT OF REVENUE
INDIANA DEPARTMENT OF REVENUE
JACKSON COUNTY COLLECTOR
JEFFERSON PARISH SHERIFF
KENTUCKY STATE TREASURER
LEE CL OF AUBURN, OPELIK & PHENIX CITY
LEE COUNTY REVENUE COMMISSIONER
LOUISIANA DEPARTMENT OF REVENUE
MAINE REVENUE SERVICES
MASSACHUSETTS DEPARTMENT OF REVENUE
MICHIGAN DEPARTMENT OF TREASURY
MISSISSIPPI DEPARTMENT OF REVENUE
MISSOURI DEPARTMENT OF REVENUE DIVISION
OF TAXATION AND COLLECTION
MN DEPARTMENT OF REVENUE
NC DEPARTMENT OF REVENUE SALES AND USE
TAX DIVISION
NEBRASKA DEPARTMENT OF REVENUE
NEVADA DEPARTMENT OF TAXATION
NEW YORK DEPARTMENT OF TAXATION AND
FINANCE
NJ DIVISION OF TAXATION
OHIO DEPARTMENT OF TAXATION
OKLAHOMA TAX COMMISSION BUSINESS TAX
DIVISION
PENNSYLVANIA DEPARTMENT OF REV
PHELPS COUNTY TREASURER
RHODE ISLAND DIVISION OF TAXATION
SABINE PARISH SALES AND USE TAX
COMMISSION
SALES/USE TAX PROCESSING IOWA DEPT OF
REVENUE AND FINA
SC DEPARTMENT OF REVENUE
ST LUCIE COUNTY TAX COLLECTOR
STATE OF CONNECTICUT DEPARTMENT OF
REVENUE SERVICES
STATE OF NORTH DAKOTA OFFICE OF STATE
TAX COMMISSIONER
STATE OF WASHINGTON DEPARTMENT OF
REVENUE
STOCKBRIDGE TAX COLLECTOR

STOCKBRIDGE VALLEY CENTRAL SCHOOL
TENNESSEE DEPARTMENT OF REVENUE
TEXAS COMPTROLLER PUBLIC ACCOUNTS
TOWN AND COUNTY OF ONEIDA
TOWN OF VERNON
TOWN OF PORT WASHINGTON
VIRGINIA DEPARTMENT OF TAXATION
VVS CENTRAL SCHOOL
WAUKESHA COUNTY TREASURER
WISCONSIN DEPARTMENT OF REVENUE
WYOMING DEPARTMENT OF REVENUE

REGULATORY AUTHORITIES

WISCONSIN DEPARTMENT OF NATURAL
RESOURCES
UNITED STATES ENVIRONMENTAL PROTECTION
AGENCY
CITY OF POPLAR BLUFF MUNICIPAL UTILITIES
MISSOURI DEPARTMENT OF NATURAL
RESOURCES
MILWAUKEE METROPOLITAN SEWERAGE
DISTRICT: MMSD
ALABAMA DEPARTMENT OF ENVIRONMENTAL
MANAGEMENT
GEORGIA DEPARTMENT OF NATURAL
RESOURCES
US DEPARTMENT OF TRANSPORTATION

UTILITY SERVICE PROVIDERS

ALABAMA POWER - BIRMINGHAM
WE ENERGIES
DIRECT ENERGY BUSINESS PA
NEW YORK POWER AUTHORITY
NATIONAL GRID
MURRAY ELECTRIC SYSTEM
GEORGIA POWER
CITY OF SHERRILL
ORANBERG DEPARTMENT OF PUBLIC
UTILITIES
CITY OF HOLDREGE
DIXIE ELECTRIC COOPERATIVE (AL)
CITY OF WAUWATOSA WATER
MURRAY MUNICIPAL UTILITIES
MUNICIPAL UTIL AND CITY CABLE
CITY OF STATESBORO
VILLAGE OF GERMANTOWN
LOACHAPOKA WATER AUTHORITY
FORT PIERCE UTILITIES AUTH

AUBURN WATER WORKS BOARD
SPIRE/ALAGASCO
CONSTELLATION GAS BOX 5473
SPRAGUE OPERATING RESOURCES
MURRAY MUNICIPAL UTILITIES
MURRAY NATURAL GAS
SPIRE MARKETING INC
SPIRE
BLACK HILLS ENERGY
WALTON EMC
AT&T
AT&T LONG DISTANCE
BULLOCH TELEPHONE COOPERATIVE
CENTURYLINK
CHARLES RIVER COMMUNICATIONS INC
CHARTER COMMUNICATIONS
WINDSTREAM NUVOX, INC
MUNICIPAL UTILITY & CITY CABLE POPLAR
BLUFF, MO
MURRAY MUNICIPAL UTILITIES MURRAY, KY
MUNICIPAL UTILITY AND CITY CABLE POPLAR
BLUFF WEST, MO
VILLAGE OF MENOMONEE FALLS

SIGNIFICANT SHAREHOLDERS

BLACKROCK, INC
BRANDES INVESTMENT PARTNERS, LP
DIMENSIONAL FUND ADVISORS, LP
GMT CAPITAL CORP.
THE VANGUARD GROUP, INC

TOP VENDORS

A R NORTH AMERICA
ACCENTURE INTERNATIONAL LIMITED
ACCORD MANUFACTURING INC
ACCURATE FABRICATION LLC
ACHIEVEMENT CENTER EASTER SEALS
ADVANTAGE COMPONENTS INC
AISLE LOGIC INC
ALLIED METAL COMPANY
ALPHA SINTERED METALS INC
AMERICAN HONDA MOTOR COMPANY INC
ANDERSON INDUSTRIAL ENGINES
ARGUS INTERNATIONAL LLC
AT&T
BOSSARD NORTH AMERICA INC
BRIGGS & STRATTON CORP OFFICE BUILD

BURKE BUSINESS PARK LLC
CANASTOTA N/C CORP
CDW LLC
CHANGZHOU GLOBE CO LTD
CHANGZHOU TCOSTAR TOOLS CO LTD
CHONGQING YUXIN PINGRUI ELECTRONIC
COILPLUS, INC
CRIVELLO CARLSON SC
CUMBERLAND PLASTIC SOLUTIONS
CUTTING TOOLS INC
D & H INDUSTRIES
DBS COMPANY LTD
DE AMERTEK CORP
DEVRIES INTERNATIONAL
DIEMASTERS MANUFACTURING INC
DONALDSON COMPANY INC
DUTCHLAND PLASTICS LLC
EAST PENN MANUFACTURING CO INC
ELOFIC INDUSTRIES LIMITED
ENGINEERED EXHAUST SYSTEM/B-T
EQUITY INDUSTRIAL SHERRILL LP
ESMARK STEEL GROUP MIDWEST
ESSEX GROUP INC
EUROL B.V.
FEDERAL MOGUL CORPORATION
FEDERAL MOGUL SEVIERVILLE INC
FEMCO INC
FISHER BARTON BLADES INC
FLAMBEAU CORPORATION
FONG CHEN PLASTICS TECH IND
FREUDENBERG-NOK
FUTURA VORSORGESTIFTUNG
G H TOOL & MOLD INC
GKN SINTER METALS
GREAT CENTRAL TURF INC
GREEN BAY PACKAGING INC
GVS FILTRATION INC
HOFFER PLASTICS CORPORATION
HOME DEPOT INC
HYDRO-GEAR LP
IHI AGRI-TECH CORPORATION
IMPERIAL ZINC CORPORATION
JIANGSU JIANGHUAI ENGINE CO LTD
JOHNSON ELECTRIC NORTH AMERICA INC
JONCO INDUSTRIES
JONES PLASTIC & ENGINEERING CO LLC
KANTONALE FINANZVERWALTUNG
KING & SPALDING

KJM CUSTOM COMPONENTS LLC
KULICKE & SOFFA INDUSTRIES INC
L & S LANGCO PROPERTIES LLC
LASER AMP
LELAND POWELL FASTENERS LLC
LG CHEM, LTD
LIMESTONE HOLDINGS INC
LUDLOW MANUFACTURING INC
LYDALL SEALING SOLUTIONS INC
MANITOWOC TOOL & MANUFACTURING LLC
MARATHON HEALTH LLC
MARTIN WHEEL CO INC
MERCURY MARINE
METAL CONVERSIONS LTD
METAL TECHNOLOGIES
METALS USA CARBON FLAT ROLLED INC
MONITOR MANUFACTURING COMPANY
MOTION INDUSTRIES INC
MTD HUNGARIA KFT
NANTONG WOTELI MACHINERY
NATIONAL INFORMATION SOLUTIONS
NATIONAL METALWARES LP
OGURA INDUSTRIAL CORP
ONE STONE LLC
ONX3 LLC
ORCHID MONROE LLC
PLASTIC COMPONENTS INC
PLASTOCON INC
POPLAR BLUFF TOOL & DIE
POSITION LOGIC LLC
PRECISION CABLE ASSEMBLIES INC
PRO UNLIMITED INC
QUALITY MANUFACTURING COMPANY
R R DONNELLEY & SONS COMPANY
REVERE PLASTICS SYSTEMS LLC
ROI SOLUTIONS LLC
RUIXING CARBURETOR MANUFACTURING
SCHAEFER TOOL & MFG CO INC
SEATS INCORPORATED
SENTRY STEEL SERVICE INC
SHANDONG HUASHENG PESTICIDE
SHEFFIELD FINANCIAL A DIV OF BB&T
SQUARE STAMPING MFG CORP
SST BEARING CORPORATION
STARTING USA CORPORATION
SUCCESSFACTORS INC
SUMEC HARDWARE AND TOOLS CO LTD
SUZHOU ERMA MACHINERY CO, LTD

SYNCHRONY BANK
THE CARLSTAR GROUP LLC
THE IFH GROUP INC
THERMOTECH LLC
THOMSON PLASTICS INC
TOLL TRANSPORT PTY LTD
TORCH IMPORT & EXPORT CO LTD
TOWNE REALTY COMMERCIAL
TRANS INTERNATIONAL LLC
TREND TECHNOLOGIES LLC
TURNING STONE CASINO
TUTELAR TECHNOLOGIES INC
TWO RIVERS MARKETING
U S BANK CORPORATE PAYMENT SYSTEM
VALVOLINE (AUSTRALIA) PTY LTD
WEIDPLAS NORTH AMERICA LLC
WESTROCK RKT COMPANY
WILLIS OF WISCONSIN INC
WISCRAFT INC
WRIGHT METAL PRODUCTS CRATES LLC
WRWP LLC
WURTH ADAMS NUT AND BOLT CO
WURTH REVCAR FASTENERS INC
YALE EQUIPMENT & SERVICES INC
YANMAR AMERICA CORPORATION
YONGKANG LAVOR WASH EQUIPMENT CO LTD
ZHEJIANG CHANGJIANG MACHINERY CO
ZHEJIANG CONSTANT ENGINE
ZHEJIANG ZHONGJIAN TECHNOLOGY
ZIEN INCORPORATED

**DEBTOR COUNSEL FOR NON-RESTRUCTURING
MATTERS**

ARNOLD & PORTER KAYE SCHOLER LLP
BAKER & MCKENZIE, AUSTRALIA
BAKER & MCKENZIE LLP
BARKER BRETTELL LLP
BECK, CHAET, BAMBERGER & POLSKY, S.C.
BLAKE, CASSELS & GRAYDON LLP (ONTARIO,
CANADA)
BOND SCHOENECK & KING, PLLC
BROWN & JAMES
BUELOW VETTER BUIKEMA OLSON & VLIET LLC
BURNS WHITE LLC
CETRULO LLP
CHENHALLS NISSEN, S.C.
CORSEARCH INC
CPA GLOBAL LIMITED

CRIVELLO CARLSON, S.C.
DARGER ERRANTE YAVITZ & BLAU LLP
DEMARCO INTELLECTUAL PROPERTY LLC
FAEGRE DRINKER BIDDLE & REATH LLP
FAIRCLOTH MELTON SOBEL & BASH LLC
FOLEY & LARDNER LLP
FOX ROTHSCHILD LLP
GODFREY & KAHN, S.C.
GREENBERG TRAUIG, PA
HANSEN REYNOLDS LLC
HAYNSWORTH SINKLER BOYD, PA
IPAN INTELLECTUAL PROPERTY ASSOCIATES
NETWORK LLC
KEAN MILLER LLP
KING & SPALDING LLP
KOPKA PINKUS DOLIN PC 04-3597929 - IL & IN
LATHROP GPM LLP
LITTLER MENDELSON, PC
MAZUTTI RIBAS STERN
MCCARTER & ENGLISH LLP
MCCORMICK LAW FIRM
MCELROY, DEUTSCH, MULVANEY & CARPENTER
LLP
MCMILLAN LLP
MILES & STOCKBRIDGE, P.C.
NTD PATENT & TRADE MARK AGENCY LIMITED
OGLETREE DEAKINS NASH SMOAK & STEWART,
PC
PERKINS COIE LLP
QUARLES & BRADY LLP
RASSERS ADVOCATEN
REED SMITH LLP
RUMBERGER, KIRK & CALDWELL, PA
SANDBERG, PHOENIX & VON GONTARD, PC
SANDLER, TRAVIS & ROSENBERG, PA
SHUMAKER, LOOP & KENDRICK LLP
TA LAWYERS GKJ
WEIL GOTSHAL & MANGES
ANDRUS INTELLECTUAL PROPERTY LAW LLP
BAKER & MCKENZIE - CIS, LIMITED - RUSSIA
BRIGGS & STRATTON CORPORATION
CORPORATION SERVICE COMPANY
DAVIS WRIGHT TREMAINE LLP
DUANE MORRIS LLP
FORD & HARRISON LLP
GOLDBERG SEGALLA LLP
GORDON & REES LLP
IMAI, TADLOCK, KEENEY & CORDERY

KELLEY JASONS MCGOWAN SPINELLI & HANNA
LOEB & LOEB
RATHE IP LAW
SMITH MOORE LEATHERWOOD LLP
SPENCER FANE LLP
SWARTZ CAMPBELL LLC
TA LAWYERS
VON BRIESEN & ROPER, S.C.
WHITE & WILLIAMS

**ENTITIES AFFILIATED WITH OFFICERS AND
DIRECTORS**

ECS GROUP, INC
LENNOX INTERNATIONAL, INC
MRA
UNIVERSAL FOREST PRODUCTS
NORDSON CORPORATION
NATIONAL MATERIALS CORP.
LYDALL INC
WOODSIDE VENTURES, INC
HURON CAPITAL
ITRON, INC
CAMPBELL SOUP COMPANY
CSC SERVICEWORKS, INC
STEVENS INSTITUTE OF TECHNOLOGY
LANDSCAPE FORMS
FIDELITY
ARTIC GLACIER
COOPER TIRE
CASCADE ENGINEERING
AMERICAN WATER WORKS COMPANY
LITHKO CONTRACTING
PURESTAR
GENTEX CORPORATION
WALFAM VENTURES LLC
BRAND HOLDINGS LLC
DR. EMIL NUTRITION
JUBILEE ASSOCIATION & SOUP KITCHEN
THE WISCONSIN CHAPTER OF THE NATURE
CONSERVANCY
MILWAUKEE SCHOOL OF ENGINEERING
NATIONAL ASSOCIATION OF CORPORATE
DIRECTORS
BRAUNABILITY INC
YCS INC
CARLYLE INVESTMENT MANAGEMENT LLC
NORTHERN MIDDLE TENNESSEE WORKFORCE
DEVELOPMENT

PROJECT RETURN
STEPHEN A. WYNN INSTITUTE FOR VISION
RESEARCH (UNIVERSITY OF IOWA)
DAVENPORT UNIVERSITY

**FORMER OWNERS AND AFFILIATES OF
FORMER DIRECTORS AND OWNERS**

HUNCH FAMILY LIMITED PARTNERSHIPS
BILLY GOAT PROPERTIES
DREW COATES
VIKTOR COATES

US TRUSTEE

DANIEL J. CASAMATTA, ACTING UNITED STATES
TRUSTEE
PAUL RANDOLPH, ASSISTANT U.S. TRUSTEE
ADAM MILLER, TRIAL ATTORNEY
LLOYD MUELLER, TRIAL ATTORNEY
SHERRI L. WATTENBARGER, TRIAL ATTORNEY
CAROLE RYCZEK, TRIAL ATTORNEY
JOSEPH SCHLOTZHAUER, TRIAL ATTORNEY

**JUDGES PRESIDING OVER THE US BANKRUPTCY
COURT, EASTERN DISTRICT OF MISSOURI**

CHIEF JUDGE KATHY A. SURRAT-STATES
JUDGE BARRY S. SCHERMER
JOHN HOWLEY, JR.
JAMES MOELLER
SHONTELLE MCCOY
LINDA TRUCCANO
MATTHEW PARKE

**PARTIES WITH UCC FILINGS AGAINST DEBTORS
(US)**

HYG FINANCIAL SERVICES, INC
CISCO SYSTEMS CAPITAL CORPORATION
CITIBANK NA
HAGEMeyer NORTH AMERICA INC
SALEM TOOLS INC
DIE-TECH AND ENGINEERING INC
HARTWIG INC
CITIBANK NA ITS BRANCHES SUBSIDIARIES AND
AFFILIATES
JPMORGAN CHASE BANK NA
TRISTATE MACHINERY INC
MORRIS SOUTH LLC
TCF EQUIPMENT FINANCE A DIVISION OF TCF
NATIONAL BANK

JPMORGAN CHASE BANK NA AS COLLATERAL
AGENT
THOMPSON TRACTOR CO INC
DE LAGE LANDEN FINANCIAL SERVICES INC
MITSUBISHI TURBOCHARGER AND ENGINE
AMERICA, INC

FORMER DIRECTORS

BENJAMIN D. DUKE
MAURIZIO STELLA
MARKUS BERNI
JAMES HUMPHREY

FORMER OFFICERS

WILLIAM W. COATES, IV
ANTHONY COLIN DODDS
DAVID G DEBEATS

HEDGE COUNTERPARTIES

BANK OF MONTREAL
JPMORGAN CHASE BANK, NA
PNC BANK
BANK OF AMERICA MERRILL LYNCH
US BANK NATIONAL ASSOCIATION

PARTIES TO POTENTIAL LITIGATION

RUSSELL, CLARENCE

**ORDINARY COURSE PROFESSIONAL SERVICE
PROVIDERS**

VERTEX
CORPTAX
DUCHARME MCMILLEN & ASSOCIATES INC
AVALARA INC
DELOITTE TAX LLP
DELOITTE & TOUCHE LLP
BLACKLINE
GRANT THORNTON LLP
MERCER HUMAN RESOURCE CONSULTING
RED FLAG GROUP INC
RSM US LLP
PRICEWATERHOUSECOOPERS LLP
AON CONSULTING INC
KPMG LLP
GOOSSEN & SCHULTZ CPAS LLP
PWC INTERNATIONAL ASSIGNMENT SERVICES
BAKER TILLY VIRCHOW KRAUSE LLP
KPMG

TAX RESOURCE GROUP INC

SIGNIFICANT LITIGATION INVOLVING THE DEBTORS

WORKERS' COMPENSATION RETALIATION CLAIM RELATED TO DION HARPER. PLAINTIFF IS DION HARPER AND THE CASE IS PENDING IN LEE COUNTY, ALABAMA CIRCUIT COURT ALABAMA FEDERAL COURT LITIGATION RELATED TO DISCRIMINATION CLAIMS OF LEWIS ALEXANDER

PENDING APPEAL TO THE WISCONSIN LABOR & INDUSTRY REVIEW COMMISSION RELATED TO DISMISSAL OF A DISCRIMINATION CHARGE ALLEGED BY JOHN FORD

MISSOURI COMMISSION ON HUMAN RIGHTS / EQUAL EMPLOYMENT OPPORTUNITY COMMISSION CHARGE RELATED TO SANDY DEERING

EQUAL EMPLOYMENT OPPORTUNITY COMMISSION CHARGE RELATED TO JURLINE BAKER

EQUAL EMPLOYMENT OPPORTUNITY COMMISSION CHARGE RELATED TO BETHANY BOHMANN

EQUAL EMPLOYMENT OPPORTUNITY COMMISSION CHARGE RELATED TO MAGGIE MARTINEZ

EQUAL EMPLOYMENT OPPORTUNITY COMMISSION CHARGE RELATED TO RONNIE PATTERSON

EQUAL EMPLOYMENT OPPORTUNITY COMMISSION CHARGE RELATED TO SANDRA STEVENS

EQUAL EMPLOYMENT OPPORTUNITY COMMISSION CHARGE RELATED TO RHONDA TRIPLETT

WISCONSIN DEPARTMENT OF WORKFORCE DEVELOPMENT, EQUAL RIGHTS DIVISION, COMPLAINT RELATED TO ZELJKO DJVKIC

WISCONSIN DEPARTMENT OF WORKFORCE DEVELOPMENT, EQUAL RIGHTS DIVISION, COMPLAINT RELATED TO MICHAEL MARTY THE EXMARK LITIGATION

CLAUDIA HARTKE V. ANDRE Y. SEGAL ET AL. ESTATE OF VISAKAY, WILLIAM V. BRIGGS & STRATTON CORPORATION.

OTHER NAMES USED BY DEBTOR, LAST 8 YEARS

BRIGGS & STRATTON POWER PRODUCTS GROUP

FORMER AFFILIATES AND ENTITIES, LAST 3 YEARS

PICOSPRAY, INC
BSH GENERATORS LLC
BRIGGS & STRATTON MEXICO S.A. DE C.V.

OTHER SIGNIFICANT CONTRACT COUNTERPARTIES

FIDELITY STOCK PLAN SERVICES, LLC
FIDELITY WORKPLACE SERVICES LLC
FIDELITY MANAGEMENT TRUST COMPANY
FIDELITY INVESTMENTS/FIDELITY WORKPLACE SERVICES LLC
NORTHPOINT COMMERCIAL FINANCE LLC
NORTHPOINT COMMERCIAL FINANCE CANADA INC
SHEFFIELD FINANCIAL
SYNCHRONY BANK (FORMERLY GE CAPITAL RETAIL BANK)
FLEXITI FINANCIAL INC
OCTANE LENDING, INC
WESTERN EQUIPMENT FINANCE, INC

EQUIPMENT LEASE CONTRACT COUNTERPARTIES

TBD

PROFESSIONAL SERVICE PROVIDERS TO AFFILIATES

NONE KNOWN AT THIS TIME

PROFESSIONAL SERVICE PROVIDERS TO DIRECTORS

NONE KNOWN AT THIS TIME

PROFESSIONAL SERVICE PROVIDERS TO OFFICERS

NONE KNOWN AT THIS TIME

PROFESSIONAL SERVICE PROVIDERS TO SHAREHOLDERS

NONE KNOWN AT THIS TIME

**STATUTORY COMMITTEE MEMBERS, GENERAL
COUNSEL, BANKRUPTCY COUNSEL, OTHER
PROFESSIONALS**

NONE KNOWN AT THIS TIME

Exhibit 3

Disclosure Schedule

Schedule 2

Briggs Disclosure Schedule

An entity is listed as a “**Current Client**” on the Disclosure Schedule if Weil has **any open matters** for such entity or a known affiliate of such entity **attorney time charges have been recorded on any such matters within the past two years.**

An entity is listed as a “**Former Client**” on the Disclosure Schedule if Weil represented such entity or a known affiliate of such entity **within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed.** Weil has not represented, does not represent, and will not represent any of such entities in matters directly related to the Debtors or these chapter 11 cases

Client related means just not adverse.

Matched Entity	Relationship to Debtors	Relationship to Weil
American Alternative Insurance Corporation	LC Counterparties	Affiliate or Subsidiary of Former Client
American International Group, Inc. (AIG)	Insurance Providers	Current Client
AON Consulting Inc.	Ordinary Course Professional Service Providers	Affiliate or Subsidiary of Current Client
AT&T	Top Vendors Utility Service Providers	Related to Current Client
Bank of America Merrill Lynch	Hedge Counterparties	Current Client Affiliate or Subsidiary of Current Client Related to Current Client
Bank of America Scranton Standby Trade Operations	LC Counterparties	Affiliate or Subsidiary of Current Client
Bank of America, NA	ABL Financial Institutions LC Counterparties	Affiliate or Subsidiary of Current Client Related to Current Client
Bank of Montreal	ABL Hedge Counterparties	Current Client
Barings LLC	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
Blackrock, Inc.	Significant Shareholders	Affiliate or Subsidiary of Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
		Former Client
BMO Harris Bank NA/Trust	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
BMO Nesbitt Burns Inc./CDS	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
BMO Wealth Management	Financial Institutions	Affiliate or Subsidiary of Current Client
BNP Paribas	Lessors (Other Than Landlords)	Current Client
BNP Paribas, New York Branch / BNP Paribas Prime Brokerage Custodian	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
BofA Securities, Inc.	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client Related to Current Client
Campbell Soup Company	Entities Affiliated with Officers and Directors	Current Client
Carlyle Investment Management LLC	Entities Affiliated with Officers and Directors	Affiliate or Subsidiary of Current Client
Centurylink	Utility Service Providers	Affiliate or Subsidiary of Current Client
Cisco Systems Capital Corporation	Parties Who Have UCC Filings Against Debtors (US)	Affiliate or Subsidiary of Former Client
Citibank NA	Parties who Have UCC Filings Against Debtors (US)	Affiliate or Subsidiary of Current Client
Deloitte & Touche LLP Deloitte Tax	Ordinary Course Professional Service Providers	Affiliate or Subsidiary of Current Client
Ernst & Young LLP	Debtor Professionals	Related to Current Client
FTI Consulting	Creditor Professionals – ABL	Current Client
Goldman Sachs & Co. LLC	6.875% Senior Note Holders	Current Client Affiliate or Subsidiary of Current Client
GSO Capital Partners	6.875% Senior Note Holders	Current Client Affiliate or Subsidiary of Current Client
Home Depot Inc.	Top Vendors	Current Client
INVESCO Ltd.	6.875% Senior Note Holders	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
INVESCO Powershares Capital Management	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
J.P. Morgan Securities LLC/JPMC	6.875% Senior Note Holders	Current Client Affiliate or Subsidiary of Current Client
JPMorgan Chase Bank, NA	ABL 6.875% Senior Note Holders Financial Institutions LC Counterparties Hedge Counterparties Parties who Have UCC Filings Against Debtors (US)	Current Client
Keith R. McLoughlin	Directors Other Affiliated Parties	Related to Current Client
KPMG LLP	Ordinary Course Professional Service Providers	Related to Former Client
LGT Capital Partners FL AG/Liechte	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
LGT Capital Partners Ltd/Switzerland	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
Loomis Sayles & Company	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
Marsh USA Inc. Marsh JLT Specialty	Insurance Providers	Affiliate or Subsidiary of Current Client
Mercer Human Resource Consulting	Ordinary Course Professional Service Providers	Affiliate or Subsidiary of Current Client
Merrill Lynch, Pierce, Fenner & Smith Incorporated/8862 MLPF&S TS Sub	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client Related to Current Client
Morgan Stanley Smith Barney LLC	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
MUFG Union Bank, NA	6.875% Senior Note Holders	Affiliate or Subsidiary of Former Client
National Association of Corporate Directors	Entities Affiliated with Officers and Directors	Current Client

Matched Entity	Relationship to Debtors	Relationship to Weil
National Union Fire Insurance Company of Pittsburgh, PA	Insurance Providers	Affiliate or Subsidiary of Current Client
PricewaterhouseCoopers LLP PWC International Assignment Servicest	Ordinary Course Professional Service Providers	Related to Former Client
Purestar	Entities Affiliated with Officers and Directors	Affiliate or Subsidiary of Current Client
QBE Insurance Corporation	Insurance Providers	Related to Current Client
RBC Capital Markets LLC	6.875% Senior Note Holders	Affiliate or Subsidiary of Former Client
Ricoh Americas Corporation	Lessors (Other Than Landlords)	Affiliate or Subsidiary of Current Client Related to Current Client
Sears	Top Customers - Products	Current Client Affiliate or Subsidiary of Current Client
Synchrony Bank	Top Vendors	Affiliate or Subsidiary of Current Client
Turning Stone Casino	Top Vendors	Current Client
UBS Financial Services Inc.	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client Related to Current Client
Wells Fargo & Co.	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
Wells Fargo Bank, NA	Financial Institutions ABL 6.875% Senior Note Holders Indenture Trustee	Current Client
Wells Fargo Capital Finance Corporation Canada	LC Counterparties	Affiliate or Subsidiary of Current Client
Wells Fargo Clearing Services LLC	6.875% Senior Note Holders	Affiliate or Subsidiary of Current Client
Wells Fargo Commercial Distribution Finance, LLC	Top Customers – Overall LC Counterparties	Affiliate or Subsidiary of Current Client
Wells Fargo Securities LLC	6.875% Senior Note Holders	Former Client

Matched Entity	Relationship to Debtors	Relationship to Weil
		Affiliate or Subsidiary of Current Client
Willis (Bermuda) Limited	Insurance Providers	Affiliate or Subsidiary of Current Client
Willis Limited	Insurance Providers	Affiliate or Subsidiary of Current Client
Willis of Wisconsin Inc.	Top Vendors	Affiliate or Subsidiary of Current Client
Willis Towers Watson Midwest, Inc.	Insurance Providers	Affiliate or Subsidiary of Current Client
Wilmington Trust Company	Indenture Trustee	Affiliate or Subsidiary of Current Client
Zurich American Insurance Company/Zurich Surety	Insurance Providers LC Counterparties	Affiliate or Subsidiary of Current Client

Exhibit 4

Summary of Payments Prior to Petition Date

Exhibit B

Buono Declaration

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re:	§	Chapter 11
	§	
BRIGGS & STRATTON,	§	Case No. 20-43597-399
CORPORATION, et al.,	§	
	§	(Joint Administration Requested)
Debtors.¹	§	
	§	
	§	

**DECLARATION OF KATHRYN BUONO
IN SUPPORT OF APPLICATION OF DEBTORS
FOR AUTHORITY TO RETAIN AND EMPLOY
WEIL, GOTSHAL & MANGES LLP AS ATTORNEYS FOR THE
DEBTORS EFFECTIVE AS OF THE PETITION DATE PURSUANT TO
11 U.S.C. §§ 327, 329, AND 504 AND FED. R. BANKR. 2014(a) AND 2016(b)**

Pursuant 28 U.S.C. § 1746, I, Kathryn Buono, hereby declare as follows:

1. I am Vice President, Corporate Counsel & Secretary of Briggs & Stratton Corporation (collectively, with the other debtors listed below, the “**Debtors**”).
2. On July 20, 2020 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). I submit this Declaration in support of the Debtors’ application (the “**Application**”),² pursuant to sections 327(a), 328, and 330 of the Bankruptcy Code, rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rules 2014 and 2016-1 of the Local Bankruptcy Rules for the District of Eastern District of Missouri (the “**Local Rules**”),

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.

² Capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to such terms in the Application. All dollar (\$) references in this Declaration are to the U.S. dollar, unless stated otherwise.

for authority to employ and retain Weil, Gotshal & Manges LLP (“Weil” or the “Firm”), as attorneys for the Debtors in the above-captioned chapter 11 cases effective as of the Petition Date.

3. This Declaration is provided pursuant to Paragraph D.2 of the U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “**Fee Guidelines**”). Except as otherwise indicated herein, the facts set forth in this Declaration are based upon my personal knowledge, information provided to me by the Debtors’ employees or advisors, or my opinion based upon knowledge and experience as Corporate Counsel. I am authorized to submit this Declaration on behalf of the Debtors.

4. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that their bankruptcy professionals are subject to the same client-driven market forces, security, and accountability as professionals in non-bankruptcy engagements. The Debtors first engaged Weil in April, 2020 to assist the Debtors in analyzing strategic alternatives with respect to the Debtors’ capital structure and restructuring alternatives. The Debtors chose Weil because of, among other factors, Weil’s extensive experience and reputation in the restructuring field. Since April, 2020, Weil has assisted the Debtors in, among other things, evaluating potential restructuring alternatives and in the process has become intimately familiar with the Debtors’ capital structure and operations, as well as with the key stakeholders in these chapter 11 cases.

5. As Corporate Counsel, I have carefully reviewed and am familiar with the terms of Weil’s engagement on behalf of the Debtors. Weil has informed the Debtors that Weil intends to charge the Debtors for services rendered in these chapter 11 cases at Weil’s normal hourly rates in effect at the time the services are rendered. Weil has confirmed to me that the Firm

does not vary its billing rates or the material terms of an engagement depending on whether such engagement is a bankruptcy or a non-bankruptcy engagement. Weil has advised me that its current customary U.S. hourly rates are \$1,100.00 to \$1,695.00 for partners and counsel, \$595.00 to \$1,050.00 for associates, and \$250.00 to \$435.00 for paraprofessionals. It is my understanding that Weil reviews and adjusts its billing rates annually, typically on or around October 1st of each year. Weil has advised me that it will inform the Debtors of any adjustment to its existing rate structure.

6. I am informed by Weil that its attorneys' billing rates are aligned each year to ensure that its rates are comparable to the billing rates of its peer firms. To the extent that there is any disparity in such rates, however, I nevertheless believe that Weil's retention by the Debtors is warranted in these cases for the reasons set forth in the Debtors' Application.

7. I understand that Weil's fees and expenses will be subject to periodic review on a monthly, interim, and final basis during the pendency of these chapter 11 cases by, among other parties, the Office of the U.S. Trustee in accordance with the terms of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders of the Court governing the procedures for approval of interim compensation of professionals retained in chapter 11 cases.

8. As Corporate Counsel, I, or a member of my team working under my supervision, review and manage legal fees and expenses incurred by the Debtors' outside counsel in relation to the Debtors' restructuring transactions, including reviewing the Debtors' outside counsel invoices and authorizing all legal fees and expenses prior to the payment of such fees to outside counsel. In so doing, I assure that all requested fees and expenses are reasonable and correspond with necessary or beneficial services rendered on behalf of the Debtors and their estates. The aforementioned review and approval process is the same as the one undertaken when

the Debtors employ outside counsel for non-bankruptcy matters. Moreover, Weil has informed me that the Debtors will be provided with the opportunity to review all invoices and request adjustments to such invoices to the extent that the Debtors determine that such adjustments are necessary and appropriate, which requests will be carefully considered by Weil.

9. Weil and the Debtors are in the process of developing a prospective budget and staffing plan for these chapter 11 cases. The Debtors recognize that in large chapter 11 cases such as these cases, it is possible that there may be unforeseen fees and expenses that will need to be addressed by the Debtors and Weil. The Debtors also recognize that it is their responsibility to monitor closely the billing practices of Weil and their other counsel to ensure that the fees and expenses paid by these estates remain consistent with the Debtors' expectations taking into account the exigencies of these chapter 11 cases. To that end, I will continue to review the invoices that Weil submits, and, together with Weil, periodically amend the budget and staffing plans to reflect developments in the chapter 11 cases as applicable.

[Rest of Page Intentionally Left Blank]

I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: July 20, 2020
Wauwatosa, Wisconsin

/s/ Kathryn M. Buono

Name: Kathryn M. Buono
Title: Vice President, Corporate Counsel
& Secretary

Exhibit C

Engagement Letter