

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re:	§	Chapter 11
	§	
BRIGGS & STRATTON CORPORATION, <i>et al.</i> ,	§	Case No. 20-43597-399
	§	
Debtors. ¹	§	(Joint Administration Requested)
	§	
	§	Hearing Date: July 21, 2020
	§	Hearing Time: 10:00 a.m.
	§	Hearing Location: Courtroom 5 North

**APPLICATION OF DEBTORS FOR AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT
OF FOLEY & LARDNER LLP AS SPECIAL COUNSEL FOR
THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) file this application (this “**Application**”) for entry of an order (the “**Proposed Order**”), pursuant to sections 327(e), 328, 329, 330, 331, 1107, and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (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 Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the “**Local Rules**”), authorizing the retention and employment of Foley & Lardner LLP (“**Foley**”) as special counsel to the Debtors in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), effective as of the Petition Date (as defined below). In support of this Application, the Debtors submit and rely upon the *Declaration of Patrick G. Quick in Support of Application of Debtors for an Order Authorizing the Retention and Employment of Foley & Lardner LLP as*

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.



Special Counsel for the Debtors Effective as of the Petition Date, attached hereto as Exhibit A (the “**Quick Declaration**”), and the *Declaration of Kathryn M. Buono in Support of Application of Debtors for an Order Authorizing the Retention and Employment of Foley & Lardner LLP as Special Counsel for the Debtors Effective as of the Petition Date*, attached hereto as Exhibit B (the “**Buono Declaration**”). In further support of this Application, the Debtors respectfully state as follows:

Background

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under 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 the Chapter 11 Cases. The Debtors have also filed a motion requesting joint administration of the Chapter 11 Cases pursuant to Federal Rule 1015(b) and Local Rule 1015(b).

2. The Debtors, combined with their non-Debtor affiliates (collectively, the “**Company**”), are the world’s largest producer of gasoline engines for residential and commercial 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 the 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, which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

Jurisdiction

3. The United States Bankruptcy Court for the Eastern District of Missouri (the “**Court**”) has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. 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, the Debtors seek entry of the Proposed Order authorizing them to retain and employ Foley to serve as their special counsel, effective as of the Petition Date, in accordance with the terms and conditions set forth in that certain Engagement Letter, dated October 1, 2019 (the “**Engagement Agreement**”), a copy of which is attached to the Quick Declaration as Appendix 3 and incorporated herein by reference.

Applicable Authority

5. Bankruptcy Code Section 327(e) provides the following:

The [debtor in possession], with the court’s approval, may employ, for a specified special purpose, other than to represent the [debtor in possession] in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

6. Bankruptcy Code Section 327(e), thus, authorizes the retention of an attorney who previously represented a debtor prior to the commencement of its bankruptcy case, provided that: (a) such retention is for a special purpose; (b) the purpose of the retention is not to conduct the chapter 11 cases; (c) the retention is in the best interests of the debtor’s estate; and (d) the attorney

does not hold any interest adverse to the debtor with respect to the subject of its retention. Of note, Bankruptcy Code Section 327(e) does not require that special counsel be “disinterested,” just that special counsel not hold or represent interests adverse to the debtor. *See* COLLIER ON BANKRUPTCY ¶ 327.04 (Alan N. Resnick & Henry J. Sommer eds., 16th ed.) (“[T]he ‘disinterested’ test of section 327(a) does not apply to section 327(e) . . .”). Thus, retaining an attorney under Bankruptcy Code Section 327(e) does not require the same searching inquiry required for a debtor to retain general bankruptcy counsel under Bankruptcy Code Section 327(a). *See Meespierson Inc. v. Strategic Telecom Inc.*, 202 B.R. 845, 847 (D. Del. 1996) (“[S]pecial counsel employed under [section] 327(e) need only avoid possessing a conflict of interest concerning the matter at hand.”).

7. Furthermore, Bankruptcy Code Section 1107(b) provides that “a person is not disqualified for employment under section 327 of [the Bankruptcy Code] by a debtor in possession solely because of such person’s employment by or representation of the debtor before the commencement of the case.” 11 U.S.C. § 1107(b).

8. Bankruptcy Rule 2014(a) requires that an application for retention include the following:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant’s knowledge, all of the [firm’s] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

FED. R. BANKR. P. 2014(a).

9. The Debtors submit that, for all the reasons stated in this Application and in the Quick Declaration and Buono Declaration, their proposal to retain and employ Foley as special counsel is appropriate under Bankruptcy Code Section 327(e) and Bankruptcy Rule 2014(a).

Foley's Qualifications

10. The Debtors seek to retain Foley as their special counsel because, among other reasons, (a) Foley and its partners have represented certain of the Debtors for over 20 years in connection with a variety of corporate, financing, transactional, litigation, intellectual property, and other matters, and therefore, Foley is familiar with the Debtors' operations, business, capital structure, material agreements, and potential legal issues that may arise during the pendency of the Chapter 11 Cases, and (b) Foley has extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations and specific expertise and experience representing companies in the manufacturing industry.

11. Foley and its partners have represented the Debtors in a variety of matters involving, among other things, employee benefits, bankruptcy and reorganization consultation and litigation, data security, corporate governance, credit transactions, contracting, tax, intellectual property, commercial litigation, consumer litigation, health & safety, and trade compliance (collectively, the "**Represented Matters**"). Due in large part to the Represented Matters, Foley has become substantively familiar with the Debtors' assets and operations.

12. Foley and its partners have been actively involved in major chapter 11 cases over the last decade and have represented numerous debtors in chapter 11 cases. *See, e.g., In re Diamondback Industries, Inc.*, Case No. 20-41504 (Bankr. N.D. Tex.) (engaged as debtors' bankruptcy counsel); *In re PNW Healthcare Holdings, LLC*, Case No. 19-43754 (Bankr. W.D. Wash.) (same); *In re Reagor-Dykes Motors, LP*, Case No. 18-50214 (Bankr. N.D. Tex.) (engaged as debtors' bankruptcy counsel); *In re Exco Services, Inc.*, Case No. 18-30167 (Bankr. S.D. Tex.) (same); *In re Hooper Holmes, Inc. d/b/a Provant Health*, Case No. 18-23302 (Bankr. S.D.N.Y.) (same); *In re Preferred Care Inc.*, Case No. 17-44642 (Bankr. N.D. Tex.) (same); *In re Highland Capital Management, L.P.*, Case No. 19-34054 (Bankr. N.D. Tex.) (engaged as debtors' special

Texas counsel); *In re AgFeed USA, LLC*, Case No. 13-11761 (Bankr. D. Del) (engaged as debtors' special counsel); and many others.

13. Accordingly, the Debtors believe that Foley is both well qualified and uniquely positioned to represent the Debtors as their special counsel under Bankruptcy Code Section 327(e).

Scope of Services to Be Provided

14. The Debtors anticipate that Foley will, among other things, (a) continue to represent the Debtors with respect to the Represented Matters; (b) provide corporate, finance, employee benefits, environmental, labor, tax, and other related advice to the Debtors in connection with a sale of substantially all of the Debtors' assets (including certain equity interests) under Bankruptcy Code Section 363 (the "**Sale Transaction**"); (b) prepare, on behalf of the Debtors, certain agreements and documents relating to or in furtherance of the advice and matters related to the Sale Transaction; and (c) provide corporate and other related advice to one or more of the Debtors in connection with their business operations during the Chapter 11 Cases.

15. Because of Foley's familiarity with the Debtors' operations and potential issues that may arise in connection with their ongoing business operations and the Sale Transaction, the Debtors believe that it is reasonable and efficient to retain historical corporate counsel for the corporate and transactional work that will be required for the Debtors' continued operations, in addition to the Sale Transaction. This will ensure that the Debtors are being represented by counsel with historical knowledge of the Debtors' assets and obtaining consistent advice regarding the Debtors' ongoing operations and the Sale Transaction, as necessary and appropriate to protect their interests in the Chapter 11 Cases. To engage alternate counsel at this stage of the Debtors' restructuring efforts would be disruptive and extremely costly and would likely adversely affect the Debtors' businesses and the consummation of the Sale Transaction on the timetable necessary for the Debtors to achieve their restructuring objectives.

16. Pursuant to separate retention applications filed with this Court, the Debtors have sought to retain Weil, Gotshal & Manges LLP (“**Weil**”) and Carmody MacDonald P.C. (“**Carmody**”) as general bankruptcy co-counsel to the Debtors. Importantly, the services rendered and functions to be performed by Foley will not be duplicative of work performed by Weil, Carmody, or any other law firms retained by the Debtors. The Debtors have discussed a division of responsibilities with Foley, Weil, and Carmody and intend to monitor carefully these and any other retained legal professionals to ensure a clear delineation of their respective duties and roles so as to prevent duplication of effort.

17. In light of the proposed scope of Foley’s services, the Debtors submit that Foley’s retention is appropriate under Bankruptcy Code Section 327(e), as it is for the limited purpose of representing the Debtors as counsel in connection with the Represented Matters and corporate and transactional matters related to the Sale Transaction. For the reasons noted above, the Debtors further believe that (a) the attorneys at Foley are well qualified to act in that capacity on behalf of the Debtors, and (b) retaining Foley on the terms set forth in the Engagement Agreement and described herein is an efficient and cost-effective means for the Debtors to obtain the requisite services. The proposed retention of Foley is, therefore, in the best interests of the Debtors’ estates and their creditors. Subject to the Court’s approval of this Application, Foley is willing to serve as the Debtors’ special counsel and perform the services described above.

Terms and Conditions of Foley’s Retention

18. The terms and conditions of Foley’s retention are set forth in the Engagement Agreement. As set forth in the Engagement Agreement, Foley intends to charge the Debtors for its services on an hourly or fixed-fee basis, as applicable, and to submit for reimbursement its out-of-pocket expenses and other charges incurred in the course of representing the Debtors, all subject to the Court’s approval and in compliance with the applicable provisions of the Bankruptcy Code,

Bankruptcy Rules, Local Rules, and such procedures or guidelines as may be fixed by order of the Court or otherwise in force in the Chapter 11 Cases. Foley will file periodic applications seeking compensation for its services and reimbursement of its expenses, which will constitute a request for interim payment against Foley's reasonable fees and expenses to be determined at the conclusion of the Chapter 11 Cases.

19. Foley's current hourly rates for matters related to the Chapter 11 Cases are expected to be within the following ranges:

Position	Range of Hourly Rates
Partners	\$520 - \$1,140
Senior Counsel/Of Counsel	\$455 - \$820
Associates	\$305 - \$480
Paraprofessionals	\$195 - \$265

20. While the Engagement Agreement enumerates certain Foley professionals who will provide services to the Debtors, the Debtors and Foley have agreed that other Foley professionals and paraprofessionals will also provide services to the Debtors, as necessary.

21. Foley's hourly rates are set at a level designed to compensate Foley fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. Foley's proposed hourly rates reflect that the matters in which it is involved are typically national in scope and typically involve great complexity, high stakes, and significant time pressures. The Engagement Agreement sets forth a rate structure negotiated among Foley and the Debtors based on the unique circumstances of that attorney-client relationship. Foley will bill the Debtors at the rates set forth in the

Engagement Agreement, or as otherwise agreed to by the Debtors, pursuant to the terms of the Engagement Agreement.²

22. Further, as set forth in the Engagement Agreement, Foley will continue to provide a **fixed-fee arrangement** for certain matters involving the Debtors' **patents and trademarks**. In addition, as set forth in Exhibit III to the Engagement Agreement, the Debtors will be entitled to the historical discount structure agreed to between Foley and the Debtors pre-bankruptcy in the ordinary course.

23. Other than the potential periodic adjustments described above, Foley's hourly rates and financial terms of the prepetition engagement under the Engagement Agreement, or as otherwise agreed among the Debtors and Foley, are identical to the hourly rates and financial terms of the postpetition engagement proposed herein. Notwithstanding the agreed-upon fee structure set forth in the Engagement Agreement, Foley reviews all time charges and makes adjustments as necessary to correct any inefficiencies that may appear before billing.

24. Consistent with Foley's policy with respect to its other clients, Foley will continue to seek reimbursement for expenses and other charges incurred in the rendition of services, as more particularly described in the Quick Declaration. It is Foley's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Foley's policy to charge its clients only the amount actually incurred by Foley in connection with such items. These charges and disbursements include (without limitation) costs for electronic data management services, including scanning and document imaging, travel, travel-related expenses,

² Like many of its peer law firms, Foley periodically increases the hourly billing rate of attorneys and paraprofessionals in the form of (a) step increases historically awarded in the ordinary course of business on the basis of advancing seniority and promotion and (b) periodic increases within each attorney's and paraprofessional's current level of seniority.

business meals, computerized research, messengers, couriers, postage, witness fees, and other fees related to trials and hearings. In addition, Foley utilizes the services of overtime secretaries and will bill the Debtors for related overtime secretarial charges. Foley professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

25. As ordinary practice among Foley and the Debtors, Foley engages foreign law firms (the “**Foreign Firms**”) to perform necessary work for the Debtors in foreign jurisdictions. The Foreign Firms then bill Foley for their work, which Foley pays on the Debtors’ behalf. The Debtors then reimburse Foley at the cost of the invoice (the “**Foreign Firm Expenses**”). While the Debtors are seeking the retention of these Foreign Firms under separate requests to the Court, the Debtors anticipate that Foley may be asked to pay the Foreign Firm Expenses on the Debtors’ behalf. Therefore, the Debtors respectfully request that Foley be permitted to continue this practice of paying the Foreign Firm Expenses on the Debtors’ behalf and then seeking reimbursement from the Debtors on a postpetition basis.³

26. In accordance with the *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 as of November 1, 2013, issued by the Executive Office of the United States Trustee (the “**U.S. Trustee Guidelines**”), Foley will work with the Debtors to develop a prospective budget and staffing plan, which may be amended as necessary to reflect changed circumstances or unanticipated developments. Foley also intends to make a reasonable effort to comply with requests for information and additional disclosures from the Office of the United

³ As there may be residual, unpaid Foreign Firm Expenses as of the Petition Date, the Debtors request permission to use this arrangement to pay any unpaid, prepetition Foreign Firm Expenses in the ordinary course of business.

States Trustee for the Eastern District of Missouri (the “**U.S. Trustee**”), as set forth in the U.S. Trustee Guidelines, in connection with both this Application and the interim and final fee applications to be filed by Foley in the Chapter 11 Cases.

Compensation Received by Foley from the Debtors

27. As of the Petition Date, Foley had received from the Debtors the amounts set forth in the Quick Declaration as compensation for professional services performed in the year prior to the Petition Date, as well as additional amounts for the reimbursement of reasonable and necessary expenses incurred in connection therewith. Commencing on or about May 15, 2020, the Debtors delivered payments to Foley in advance of receiving legal services (“**Advance Payments**”). As of July 19, 2020, Foley estimates that the amounts of Advance Payments paid to Foley prior to the Petition Date exceeded amounts applied or to be applied as prepetition compensation and reimbursement by approximately \$552,275, which amount is subject to adjustment for any prepetition fees and related expenses not reflected in Foley’s accounting system at the time of such estimate.

28. In view of the excess Advance Payments, as of the Petition Date, the Debtors did not owe Foley any amounts for legal services rendered before the Petition Date. The Debtors respectfully request that Foley be authorized to apply the excess Advance Payments to any outstanding, prepetition fees and related expenses incurred by the Debtors for work performed by Foley for the benefit of the Debtors that had not been processed in Foley’s accounting system as of the Petition Date and any related expenses.

29. Other than as set forth in the Quick Declaration, no arrangement is proposed between the Debtors and Foley for compensation to be paid in the Chapter 11 Cases. Under Bankruptcy Rule 2016(b), Foley has informed the Debtors that, except for sharing arrangements

among the partners of Foley, it has no agreement with any other entity to share any compensation received, nor will any be made, except as permitted under Bankruptcy Code Section 504(b)(1).

30. The Debtors submit that the employment and retention of Foley on the terms and conditions set forth herein is necessary and in the best interests of the Debtors, their estates, and their creditors and should be approved.

Disclosure Concerning No Adverse Interest

31. As noted above, Bankruptcy Code Section 327(e) requires that the attorney proposed to be retained “does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.” 11 U.S.C. § 327(e). To the Debtors’ knowledge, information, and belief, other than as set forth herein or in the Quick Declaration, Foley does not represent or hold any interest adverse to, the Debtors, their creditors, the U.S. Trustee, any persons employed by the U.S. Trustee, the Bankruptcy Judge presiding over the Chapter 11 Cases, or any other party with an actual or potential interest in the Chapter 11 Cases, with respect to the matters on which Foley is to be employed and retained. As set forth in Appendix 2 attached to the Quick Declaration, Foley currently represents or has recently represented the parties in interest described therein in matters wholly unrelated to the matters for which Foley is to be retained in the Chapter 11 Cases. Accordingly, these representations are not disqualifying.

Notice

32. 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 Senior Notes; and (v) any other party that has requested notice pursuant to Bankruptcy Rule 2002. Notice of this Application and any order entered hereon will be served in accordance with Local Rule 9013-3(A)(1).

No Previous Request

33. The Debtors have not made any prior application for the relief sought in this Application to this Court or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order, granting the relief requested in this Application and such other and further relief as may be just and proper.

Dated: July 20, 2020
Wauwatosa, Wisconsin

Respectfully submitted,

BRIGGS & STRATTON CORPORATION
for itself and on behalf of each of its affiliated
Debtors and Debtors in Possession

/s/ Kathryn M. Buono _____

Kathryn M. Buono
Vice President, Corporate Counsel,
and Secretary

Exhibit A

Quick 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 PATRICK G. QUICK
IN SUPPORT OF APPLICATION OF DEBTORS
FOR AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF FOLEY & LARDNER LLP AS SPECIAL
COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE

I, Patrick G. Quick, declare, under penalty of perjury, that the following is true and correct to the best of my knowledge and belief:

1. I am a partner of the law firm of Foley & Lardner LLP (“**Foley**”), an international law firm with offices across the United States and in Brussels, Belgium; Tokyo, Japan; and Mexico City, Mexico. I am admitted, practicing, and a member in good standing of the bar of the State of Wisconsin. There are no disciplinary proceedings pending against me.

2. I submit this declaration (this “**Declaration**”) in support of the *Application of Debtors for an Order Authorizing the Retention and Employment of Foley & Lardner LLP as Special Counsel for the Debtors Effective as of the Petition Date* (the “**Application**”).²

3. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, information supplied to me by other Foley professionals or

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 defined herein have the meanings given to them in the Application.

paraprofessionals, or my review of relevant documents. To the extent any information disclosed herein requires amendment or modification as additional party-in-interest information becomes available to Foley, a supplemental declaration will be submitted to this Court reflecting such amended or modified information.

Foley's Qualifications

4. Foley is well qualified to serve as the Debtors' special counsel in the Chapter 11 Cases. Indeed, I understand that the Debtors selected Foley as their special counsel because, among other reasons, (a) Foley and its partners have represented certain of the Debtors for over 20 years in connection with a variety of corporate, financing, transactional, litigation, intellectual property, and other matters, and therefore, Foley is familiar with the Debtors' operations, business, capital structure, material agreements, and potential legal issues that may arise during the pendency of the Chapter 11 Cases, and (b) Foley has extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations and specific expertise and experience representing companies in the manufacturing industry.

5. Foley and its partners have represented the Debtors in a variety of matters involving, among other things, employee benefits, bankruptcy and reorganization consultation and litigation, data security, corporate governance, credit transactions, contracting, tax, intellectual property, commercial litigation, consumer litigation, health & safety, and trade compliance (collectively, the "**Represented Matters**"). Due in large part to the Represented Matters, Foley has become substantively familiar with the Debtors' assets and operations.

6. Foley and its partners have been actively involved in major chapter 11 cases over the last decade and have represented numerous debtors in chapter 11 cases. *See, e.g., In re Diamondback Industries, Inc.*, Case No. 20-41504 (Bankr. N.D. Tex.) (engaged as debtors' bankruptcy counsel); *In re PNW Healthcare Holdings, LLC*, Case No. 19-43754 (Bankr. W.D.

Wash.) (same); *In re Reagor-Dykes Motors, LP*, Case No. 18-50214 (Bankr. N.D. Tex.) (engaged as debtors' bankruptcy counsel); *In re Exco Services, Inc.*, Case No. 18-30167 (Bankr. S.D. Tex.) (same); *In re Hooper Holmes, Inc. d/b/a Provant Health*, Case No. 18-23302 (Bankr. S.D.N.Y.) (same); *In re Preferred Care Inc.*, Case No. 17-44642 (Bankr. N.D. Tex.) (same); *In re Highland Capital Management, L.P.*, Case No. 19-34054 (Bankr. N.D. Tex.) (engaged as debtors' special Texas counsel); *In re AgFeed USA, LLC*, Case No. 13-11761 (Bankr. D. Del) (engaged as debtors' special counsel); and many others.

7. Accordingly, I believe that Foley is both well qualified and uniquely positioned to represent the Debtors as their special counsel under Bankruptcy Code Section 327(e).

Scope of Services to Be Provided

8. Foley will, among other things, (a) continue to represent the Debtors with respect to the Represented Matters; (b) provide corporate, finance, employee benefits, environmental, labor, tax, and other related advice to the Debtors in connection with a sale of substantially all of the Debtors' assets (including certain equity interests) under Bankruptcy Code Section 363 (the "**Sale Transaction**"); (b) prepare, on behalf of the Debtors, certain agreements and documents relating to or in furtherance of the advice and matters related to the Sale Transaction; and (c) provide corporate and other related advice to one or more of the Debtors in connection with their business operations during the Chapter 11 Cases.

9. I am aware that the Debtors have sought to retain Weil, Gotshal & Manges LLP ("**Weil**") and Carmody MacDonald P.C. ("**Carmody**") as general bankruptcy co-counsel to the Debtors pursuant to separate retention applications filed with this Court. It is, however, reasonable and efficient for the Debtors to retain historical corporate counsel to ensure that they are being represented by counsel with historical knowledge of the Debtors' assets and obtaining consistent advice regarding the Represented Matters and the Sale Transaction, as necessary and appropriate

to protect their interests in the Chapter 11 Cases. Foley understands the division of responsibilities among Foley, Weil, and Carmody, and in light of the nature of the services that Foley will perform for the Debtors, I believe that there will not be significant overlap between Foley and the Debtors' other primary restructuring professionals. Further, Foley will work cooperatively with and support Weil, Carmody, and the Debtors' other professionals as may be needed and requested to avoid unnecessary and inefficient duplication of services.

Foley's Conflicts Check

10. Foley and certain of its partners, senior counsel, and associates may have in the past represented, may currently represent, and likely in the future will represent parties in interest in the Chapter 11 Cases. Except as set forth below, all such representations have been in matters unrelated to the Debtors and the Chapter 11 Cases. Though not relevant to Foley's ability to comply with the requirements of Bankruptcy Code Section 327(e), out of an abundance of caution, and to provide full disclosure, Foley has searched its electronic database for its connections to the entities listed on Appendix 1 attached hereto (collectively, the "**Potential Parties in Interest**").³ The information listed on Appendix 1 may have changed without my knowledge and may change during the pendency of the Chapter 11 Cases. Foley will update this Declaration, as described below, when it becomes aware of new material information. The following is a list of the categories of Potential Parties in Interest that Foley has searched thus far including the Potential Parties in Interest identified on Appendix 1 attached hereto:

- (a) Debtors;
- (b) Affiliates of the Debtors;
- (c) Joint Venture Partners;
- (d) Asset Based Lenders, including Indenture Trustee;
- (e) Holders of the 6.875% Senior Notes;

³ The list of Potential Parties in Interest (and the categories contained therein) was provided by the Debtors' financial advisor to Foley for purposes of a conflicts check only and should not be relied upon by any party as a list of creditors or for any other purpose.

- (f) Debtors' Professionals;
- (g) Debtors' Counsel for Non-Restructuring Matters;
- (h) Creditors' Professionals for Asset Based Lenders, 6.875% Senior Notes, Indenture Trustee, and Unsecured Creditors;
- (i) Debtors' Directors and Officers, including former Directors and Officers;
- (j) Top Customers – Overall, Products, and Engines;
- (k) Financial Institutions;
- (l) Insurance Providers;
- (m) Intercompany Lenders;
- (n) Landlords;
- (o) Lessors (other than Landlords);
- (p) LC Counterparties;
- (q) Major Competitors;
- (r) Taxing Authorities;
- (s) Regulatory Authorities;
- (t) Utility Service Providers;
- (u) Significant Shareholders;
- (v) Top Vendors;
- (w) Entities Affiliates with Officers and Directors;
- (x) Former Owners and Affiliates of Former Directors and Officers;
- (y) U.S. Trustee;
- (z) Judges Presiding over the U.S. Bankruptcy Court, Eastern District of Missouri;
- (aa) Parties with UCC Filings against Debtors (U.S.);
- (bb) Hedge Counterparties;
- (cc) Parties to Potential Litigation;
- (dd) Ordinary Course Professional Service Providers;
- (ee) Significant Litigation Involving the Debtors;
- (ff) Former Affiliates and Entities;
- (gg) Other Significant Contract Counterparties;
- (hh) Equipment Lease Contract Counterparties;
- (ii) Professional Service Providers to Affiliates, Directors, Officers, and Shareholders; and
- (jj) Statutory Committee Members and their Professionals.

11. Foley entered the names of the Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning such clients of Foley. This inquiry revealed that certain of the Potential Parties in Interest are current, or were former, Foley clients. Attached as Appendix 2 to this Declaration is a list of Potential Parties in Interest that are current or former clients of Foley or of Foley attorneys while those attorneys were at a prior firm. Through the information generated from this inquiry, and through follow-up inquiries with Foley

attorneys, as necessary, Foley determined that, except as described below, the representation of the Potential Parties in Interest disclosed on Appendix 2 concerned matters in which such clients were not adverse to the Debtors or the Debtors' estates.

12. My understanding is that the standards imposed with respect to counsel seeking retention under Bankruptcy Code Section 327(e) are less stringent than those imposed under Bankruptcy Code Section 327(a), as the former does not impose the "disinterestedness" requirement that is imposed by the latter. Accordingly, the conflicts process that Foley undertook here (as described above) is likely more extensive than required. Nevertheless, based on the conflicts search conducted to date and described herein, to the best of my knowledge, none of Foley or any partner, senior counsel, or associate thereof, insofar as I have been able to ascertain, represents or holds any interest adverse to the Debtors or their estates with respect to the matters on which Foley is to be employed, except as disclosed or otherwise described herein.

13. Based on the foregoing, and to the best of my knowledge, I believe that: (a) Foley does not hold or represent an interest adverse to the Debtors' estates with respect to the matters to which Foley is to be employed, and (b) Foley has no connection to the Debtors, their creditors, or their related parties except as may be disclosed in this Declaration (as supplemented from time to time). Under Bankruptcy Code Section 327(e), Foley would not be disqualified from acting as special counsel merely because it represents the Debtors' creditors, equity security holders, or other parties in interest in matters unrelated to the Chapter 11 Cases. Moreover, the proposed engagement of Foley is not prohibited by or improper under Bankruptcy Rule 5002(a).

14. Foley will periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Foley will use reasonable efforts to identify such

further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a). In that regard, Foley intends to disclose clients in the capacity that they first appear in a conflicts search. For example, if a client has already been disclosed in this Declaration in one capacity (*e.g.*, a bank), and the client appears in a subsequent conflicts search in a different capacity (*e.g.*, a noteholder), then Foley does not intend to disclose the same client again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

15. Without obtaining appropriate waivers where necessary or appropriate, Foley will not represent the Debtors in an adversary proceeding commenced against any client of Foley. To the extent that a waiver does not exist or is not obtained from such client and it is necessary for the Debtors to commence a cause of action against a client, the Debtors will employ or retain separate counsel to represent them in that particular matter. In addition, Foley will not represent any client on any matter involving the Debtors or the Chapter 11 Cases while retained by the Debtors in the Chapter 11 Cases.

Specific Disclosures

16. As specifically set forth below and in the attached appendices, Foley represents or has represented certain of the Debtors' creditors, equity security holders, professionals, or other Potential Parties in Interest in matters unrelated to the Debtors (except as set forth below) and the Chapter 11 Cases. None of the representations described herein are adverse to the interests of the Debtors' estates with respect to the matters Foley is to be employed by the Debtors. Moreover, under Bankruptcy Code Section 327(c), Foley is not disqualified from acting as counsel to the Debtors merely because it represents or has represented the Debtors' creditors, equity security holders, professionals, or other Potential Parties in Interest in matters unrelated to the Debtors or the Chapter 11 Cases.

17. Of those entities listed on Appendix 2 attached hereto, none accounted for one percent (1%) or more of Foley's billings for the 12-month period preceding the Petition Date.

18. In addition to those disclosures made pursuant to Appendix 2, Foley also believes the following warrant disclosure:

- (a) Bank of America, NA is identified in the Potential Parties in Interest list under the category "ABL." Foley represents Bank of America in connection with certain matters unrelated to the Chapter 11 Cases and not with respect to those matters on which Foley is to be employed.
- (b) U.S. Bank NA is identified in the Potential Parties in Interest list under the categories "6.875% Senior Note Holders," "LC Counterparties," and "Hedge Counterparties." Foley represents U.S. Bank NA in connection with certain matters unrelated to the Chapter 11 Cases and not with respect to those matters on which Foley is to be employed.
- (c) Wells Fargo Bank, NA is identified in the Potential Parties in Interest list under the categories "ABL," "Indenture Trustee," and "6.875% Senior Note Holders." Foley represents Wells Fargo Bank, NA in connection with certain matters unrelated to the Chapter 11 Cases and not with respect to those matters on which Foley is to be employed.
- (d) Foley is a full-service law firm with active real estate, intellectual property, financing, corporate, tax and litigation practices. Foley appears in cases, proceedings, and transactions involving many different attorneys, accountants, financial consultants, and investment bankers, some of which now or may in the future represent claimants or parties-in-interest in the Chapter 11 Cases. Foley has not represented and will not represent any such entities in the Chapter 11 Cases and it will not have any relationship with any such attorneys, accountants, financial consultants, and investment bankers that would be adverse to the Debtors or their estates with respect to the matters on which Foley is to be employed.

Terms and Conditions of Foley's Retention

19. The terms and conditions of Foley's retention are set forth in the Engagement Agreement, a copy of which is attached hereto as Appendix 3. Foley will charge the Debtors for its services on an hourly or fixed-fee basis, as applicable, and submit for reimbursement its out-of-pocket expenses and other charges incurred in the course of representing the Debtors, all subject to the Court's approval and in compliance with the applicable provisions of the Bankruptcy Code,

Bankruptcy Rules, Local Rules, and such procedures or guidelines as may be fixed by order of the Court or otherwise in force in the Chapter 11 Cases. Foley will file periodic applications seeking compensation for its services and reimbursement of its expenses, which will constitute a request for interim payment against Foley's reasonable fees and expenses to be determined at the conclusion of the Chapter 11 Cases.

20. Foley's current hourly rates for matters related to the Chapter 11 Cases are expected to be within the following ranges:

Position	Range of Hourly Rates
Partners	\$520 - \$1,140
Senior Counsel / Of Counsel	\$455 - \$820
Associates	\$305 - \$480
Paraprofessionals	\$195 - \$265

21. While the Engagement Agreement enumerates certain Foley professionals who will provide services to the Debtors, the Debtors and Foley have agreed that other Foley professionals and paraprofessionals will also provide services to the Debtors, as necessary.

22. Foley's hourly rates are set at a level designed to compensate Foley fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. Foley's proposed hourly rates reflect that the matters in which it is involved are typically national in scope and typically involve great complexity, high stakes, and significant time pressures. The Engagement Agreement sets forth a rate structure negotiated among Foley and the Debtors based on the unique circumstances of that attorney-client relationship. Foley will bill the Debtors at the rates set forth in the

Engagement Agreement, or as otherwise agreed to by the Debtors, pursuant to the terms of the Engagement Agreement.⁴

23. Further, as set forth in the Engagement Agreement, Foley will continue to provide a **fixed-fee arrangement** for certain matters involving the Debtors' **patents and trademarks**. In addition, as set forth in Exhibit III to the Engagement Agreement, the Debtors will be entitled to the historical discount structure agreed to between Foley and the Debtors pre-bankruptcy in the ordinary course.

24. Other than the potential periodic adjustments described above, Foley's hourly rates and financial terms of the prepetition engagement under the Engagement Agreement, or as otherwise agreed among the Debtors and Foley, are identical to the hourly rates and financial terms of the postpetition engagement proposed herein. Notwithstanding the agreed-upon fee structure set forth in the Engagement Agreement, Foley reviews all time charges and makes adjustments as necessary to correct any inefficiencies that may appear before billing.

25. Consistent with Foley's policy with respect to its other clients, Foley will continue to seek reimbursement for expenses and other charges incurred in the rendition of services. It is Foley's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Foley's policy to charge its clients only the amount actually incurred by Foley in connection with such items. These charges and disbursements include (without limitation) costs for electronic data management services, including scanning and document imaging, travel, travel-related expenses, business meals, computerized research,

⁴ Like many of its peer law firms, Foley periodically increases the hourly billing rate of attorneys and paraprofessionals in the form of (a) step increases historically awarded in the ordinary course of business on the basis of advancing seniority and promotion and (b) periodic increases within each attorney's and paraprofessional's current level of seniority.

messengers, couriers, postage, witness fees, and other fees related to trials and hearings. In addition, Foley utilizes the services of overtime secretaries and will bill the Debtors for related overtime secretarial charges. Foley professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

26. As ordinary practice among Foley and the Debtors, Foley engages foreign law firms (the “**Foreign Firms**”) to perform necessary work for the Debtors in foreign jurisdictions. The Foreign Firms then bill Foley for their work, which Foley pays on the Debtors’ behalf. The Debtors then reimburse Foley at the cost of the invoice (the “**Foreign Firm Expenses**”). I understand that while the Debtors are seeking the retention of these Foreign Firms under separate requests to the Court, the Debtors anticipate that Foley may be asked to pay the Foreign Firm Expenses on the Debtors’ behalf. Therefore, Foley respectfully requests that Foley be permitted to continue this practice of paying the Foreign Firm Expenses on the Debtors’ behalf and then seeking reimbursement from the Debtors on a postpetition basis.⁵

27. In accordance with the U.S. Trustee Guidelines, Foley and the Debtors will work to develop a prospective budget and staffing plan, which may be amended as necessary to reflect changed circumstances or unanticipated developments. Foley also intends to make a reasonable effort to comply with requests for information and additional disclosures from the U.S. Trustee, as set forth in the U.S. Trustee Guidelines, both in connection with this Application and the interim and final fee applications to be filed by Foley in the Chapter 11 Cases.

⁵ As there may be residual, unpaid Foreign Firm Expenses as of the Petition Date, the Debtors request permission to use this arrangement to pay any unpaid, prepetition Foreign Firm Expenses in the ordinary course of business.

Compensation Received by Foley from the Debtors

28. As described above, Foley has provided legal services to the Debtors in connection with, among other things, the Represented Matters. During the year prior to the Petition Date and as of July 17, 2020, Foley received \$5,502,509.80 in payments from the Debtors for fees and expenses related to those representations. Commencing on or about May 15, 2020, the Debtors delivered payments to Foley in advance of receiving legal services (“**Advance Payments**”). As of July 17, 2020 and included in the total payments received from the Debtors, the Debtors paid Advance Payments in the aggregate amount of \$1,574,131.89 to Foley. As of July 19, 2020, I believe the amounts of Advance Payments paid to Foley prior to the Petition Date exceeded amounts applied or to be applied as prepetition compensation and reimbursement by approximately \$552,275, which amount is subject to adjustment for any prepetition fees and related expenses not reflected in Foley’s accounting system at the time of such estimate.

29. In view of the excess Advance Payments, as of the Petition Date, Foley believes that the Debtors did not owe Foley any amounts for legal services rendered before the Petition Date. Foley respectfully requests that Foley be authorized to apply the excess Advance Payments to any outstanding, prepetition fees incurred by the Debtors for work performed by Foley for the benefit of the Debtors that had not been processed in Foley’s accounting system as of the Petition Date and any related expenses.

30. In accordance with Bankruptcy Code Sections 329 and 504, Bankruptcy Rule 2016(b), and Bankruptcy Local Rule 2016-1, Foley has not entered into any agreements, express or implied, with any other party in interest, including the Debtors, any creditor, or any attorney for such party in interest in the Chapter 11 Cases (a) for the purpose of sharing or fixing fees or other compensation to be paid to any such party in interest or its attorneys for services rendered in connection therewith, (b) for payment of such compensation from the assets of the Debtors’ estates

in excess of the compensation allowed by this Court pursuant to the applicable provisions of the Bankruptcy Code, or (c) for payment of compensation in connection with the Chapter 11 Cases, in each case other than in accordance with Bankruptcy Code Section 504(b)(1) or applicable law.

Statement Regarding U.S. Trustee Guidelines

31. The following statement constitutes Foley's responses to the questions set forth in Section D.1. of the U.S. Trustee Guidelines:

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

Answer: As disclosed in the Engagement Agreement attached hereto as Appendix 3, Foley and the Debtors negotiated a billing arrangement unique to Foley's work with the Debtors. The Engagement Agreement reflects a specified rate structure that included specific rates for attorneys, flat fees for certain work performed on behalf of the Debtors, and the material financial terms depending on the scope of service performed by Foley on the Debtors' behalf.

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

Answer: No.

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

Answer: As disclosed in the Engagement Agreement attached hereto as Appendix 3, Foley performed services for the Debtors on a specified rate structure that included specific rates for attorneys, flat fees for certain work performed on behalf of the Debtors, a volume discount and other material financial terms depending on the scope of service performed by Foley on the Debtors' behalf. Foley and the Debtors negotiated these rates and other terms in the context of a competitive process that the Debtors conducted in 2019 that involved Foley as well as a number of other legal service providers. Foley performed services for the Debtors prior to the effectiveness of the Engagement Agreement. Those services were performed according to terms previously negotiated among Foley and the Debtors. The prior rate structure was largely similar to the rate structure set forth in the Engagement Agreement. Although

the Engagement Agreement allowed for some increases in rates, it also added the volume discount, which was not part of the prior rate structure.

Foley's billing rates and the material financial terms of Foley's retention by the Debtors have not changed postpetition.

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

Answer: The Debtors and Foley expect to develop a prospective budget and staffing plan.

Pursuant to 28 U.S.C § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Dated: July 20, 2020
Milwaukee, Wisconsin

/s/ Patrick G. Quick
Patrick G. Quick
Foley & Lardner LLP
777 E. Wisconsin Avenue
Milwaukee, WI 53202-5306
Phone: (414) 271-2400
Fax: (414) 297-4900
Email: pgquick@foley.com

Appendix 1

Potential Parties In Interest

BRIGGS & STRATTON CORPORATION: POTENTIAL PARTIES IN INTEREST

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
MR. DAVID J. RODGERS
MR. 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
CADD-C-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. SRRAT-STATES
JUDGE BARRY S. SCHERMER
JOHN HOWLEY, JR.
JAMES MOELLER
SHONTELLE MCCOY
LINDA TRUCCANO
MATTHEW PARKE

PARTIES WHO HAVE 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

Appendix 2

Current or Former Clients of Foley and Foley Attorneys

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
AB ELECTROLUX		X*	ELECTROLUX FLOOR CARE PRODUCTS, ELECTROLUX HOME PRODUCTS
ACCENTURE INTERNATIONAL LIMITED	X*	X	ACCENTURE GLOBAL SERVICES LIMITED PRESENTATIONS (CURRENT)
ACE AMERICAN INSURANCE COMPANY		X	
ACE HARDWARE US		X	
ACHIEVEMENT CENTER EASTER SEALS	X*	X*	EASTER SEALS SOUTH FLORIDA INC (CURRENT); EASTER SEAL SOCIETY (FORMER)
AIG INTERNATIONAL	X		
ALABAMA POWER - BIRMINGHAM		X	
ALFRED KARCHER GMBH & CO.		X	
ALLMAND BROS., INC.	X		
AMALGAMATED BANK		X	
AMAZON EUROPE		X	
AMAZON US		X	
AMERICAN BUSINESS & PERSONAL INSUR	X		
AMERICAN INTERNATIONAL GROUP, INC. (AIG)	X		
AMERICAN TRANSMISSION COMPANY	X		
AMERICAN WATER WORKS COMPANY	X		
AON CONSULTING INC	X*		AON CORPORATION, HEWITT ASSOCIATES LLC
APEX CLEARING CORPORATION		X*	APEX
ARGUS INTERNATIONAL LLC		X*	ARGUS INTERNATIONAL MANAGEMENT INC
ARKANSAS DPARTMENT OF FINANCE/ADMIN		X*	ARKANSAS DEVELOPMENT FINANCE AUTHORITY
ARNOLD & PORTER KAYE SCHOLER LLP		X	
AT&T	X		
AXA XL AMERICA, INC.	X		
BADGER METER, INC.	X		
BAKER & MCKENZIE LLP		X	
BAKER & MCKENZIE, AUSTRALIA		X	
BANAMEX		X	
BANCO DO BRASIL S.A		X	
BANCO SANTANDER S.A	X*	X	SANTANDER TELEPORT SL [CURRENT]

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
BANK OF AMERICA MERRILL LYNCH	X		
BANK OF AMERICA SCRANTON STANDBY TRADE OPERATIONS	X		
BANK OF AMERICA, N.A.	X		
BANK OF CHINA		X	
BANK OF NEW YORK MELLON CORP/THE	X*	X	BANK OF NEW YORK MELLON TRUST COMPANY [CURRENT]
BANK OF TOKYO-MITSUBISHI	X*		MUFG UNION BANK
BARINGS LLC		X	
BARKER BRETTELL LLP	X		
BB&T SECURITIES, LLC	X		
BBVA BANCOMER	X*		COMPASS BANK
BERKLEY INSURANCE COMPANY	X		
BILLY GOAT INDUSTRIES, INC.	X		
BITCO GENERAL INSURANCE CORP	X		
BITCO NATIONAL INSURANCE CO	X		
BLACKROCK, INC.	X*	X	BLACKROCK STRATEGY LLC [CURRENT]
BLAKE, CASSELS & GRAYDON LLP (ONTARIO, CANADA)		X	
BMO HARRIS BANK NA/TRUST	X		
BMO NESBITT BURNS INC./CDS**	X		
BMO WEALTH MANAGEMENT	X		
BNP PARIBAS	X		
BOFA SECURITIES, INC.	X		
BOSSARD NORTH AMERICA INC		X*	BOSSARD SYSTEMS INC
BRANCO MOTORES LTDA	X		
BRIAN C. WALKER	X*	X*	WALKER, BRIAN MD AND WRIGHT, ARCHIE MD [CURRENT]; BRIAN WALKER [FORMER]
BRIGGS & STRATTON	X		
BRIGGS & STRATTON (CHONGQING) ENGINE CO., LTD.	X		
BRIGGS & STRATTON (MALAYSIA) SDN. BHD.	X		
BRIGGS & STRATTON (SHANGHAI) INTERNATIONAL TRADING CO., LTD	X		
BRIGGS & STRATTON (SHANGHAI) INTERNATIONAL TRADING CO., LTD.	X		
BRIGGS & STRATTON AG (NORWAY)	X		

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
BRIGGS & STRATTON AG (SWITZERLAND)	X		
BRIGGS & STRATTON AG MERKEZI ISVICRE ISTANBUL MERKEZ SUBESI (TURKEY)	X		
BRIGGS & STRATTON AG TURKIYE IRTIBAT BUROSU (TURKEY)	X		
BRIGGS & STRATTON AUSTRALIA PTY. LIMITED	X		
BRIGGS & STRATTON AUSTRIA GESELLSCHAFT M.B.H.	X		
BRIGGS & STRATTON CANADA, INC.	X		
BRIGGS & STRATTON CORP OFFICE BUILD	X		
BRIGGS & STRATTON CORPORATION	X		
BRIGGS & STRATTON CORPORATION FOUNDATION, INC.	X		
BRIGGS & STRATTON CZ, S.R.O. (CZECH)	X		
BRIGGS & STRATTON FRANCE	X		
BRIGGS & STRATTON GERMANY GMBH	X		
BRIGGS & STRATTON HOLDING B.V. (NETHERLANDS)	X		
BRIGGS & STRATTON IBERICA, S.L. (SPAIN)	X		
BRIGGS & STRATTON INDIA PRIVATE LIMITED	X		
BRIGGS & STRATTON INTERNATIONAL	X		
BRIGGS & STRATTON INTERNATIONAL AG	X		
BRIGGS & STRATTON INTERNATIONAL AG (SWITZERLAND)	X		
BRIGGS & STRATTON INTERNATIONAL, INC.	X		
BRIGGS & STRATTON ITALY S.R.L.	X		
BRIGGS & STRATTON JAPAN K.K.	X		
BRIGGS & STRATTON LIMITED LIABILITY COMPANY	X		
BRIGGS & STRATTON MANAGEMENT (SHANGHAI) CO., LTD.	X		
BRIGGS & STRATTON MEXICO SRL DE C.V.	X		
BRIGGS & STRATTON NETHERLANDS B.V.	X		

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
BRIGGS & STRATTON NEW ZEALAND LIMITED	X		
BRIGGS & STRATTON RSA (PROPRIETARY) LIMITED	X		
BRIGGS & STRATTON SWEDEN AKTIEBOLAG	X		
BRIGGS & STRATTON TEACH, LLC	X		
BRIGGS & STRATTON U.K. LIMITED	X		
BROWN BROTHERS HARRIMAN & CO.	X		
BUSINESS HEALTH CARE GROUP OF WISCONSIN, LLC	X		
CAMBELL SOUP COMPANY		X	
CANAL INSURANCE CO		X	
CARLYLE INVESTMENT MANAGEMENT LLC	X*	X	CARLYLE REALTY VII LLC; CARLYLE RIVERSTONE GLOBAL ENERGY & POWER FUND, CARLYLE GLOBAL CREDIT MANAGEMENT (CURRENT)
CDW LLC	X*		CDW CORPORATION
CHARLES SCHWAB & CO., INC.	X		
CHUBB		X	
CHUBB SPECIALTY INSURANCE		X	
CIBC BANK USA		X	
CISCO SYSTEMS CAPITAL CORPORATION	X*		CISCO SYSTEMS INC
CITIBANK N.A. ITS BRANCHES SUBSIDIARIES AND AFFILIATES	X		
CITIBANK NA	X		
CITY OF WAUWATOSA		X*	HOUSING AUTHORITY OF WAUWATOSA, WI; WAUWATOSA ECONOMIC DEVELOPMENT CORP
CNA SPECIALTY LINES	X		
COILPLUS, INC.	X		
COMERICA BANK		X	
COMMERZBANK		X	
CONSTELLATION GAS BOX 5473	X		
CONTINENTAL CASUALTY CORPORATION	X		
COOPER TIRE		X	
CORPORATION SERVICE COMPANY	X*		DELAWARE TRUST COMPANY
COSTCO	X		
CPA GLOBAL LIMITED		X*	CPA
CUTTING TOOLS INC		X	
D. A. DAVIDSON & CO.	X		

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
DAIHATSU - BRIGGS CO. LTD.	X		
DAIHATSU MOTOR CO	X		
DAVIS WRIGHT TREMAINE, LLP		X	
DE LAGE LANDEN FINANCIAL SERVICES INC.	X*	X	DLL INSURANCE AGENCY [CURRENT]
DEERE & COMPANY	X		
DELOITTE & TOUCHE LLP	X		
DELOITTE TAX LLP	X		
DESOTO PARISH		X*	DESOTO COUNTY SCHOOL BOARD
DIMENSIONAL FUND ADVISORS, LP	X		
DIRECT ENERGY BUSINESS PA		X*	DIRECT ENERGY
DONALDSON COMPANY INC	X		
DUANE MORRIS, LLP		X	
DUTCHLAND PLASTICS LLC		X*	DUTCHLAND PLASTICS CORP
E*TRADE SECURITIES LLC		X*	
EDWARD D. JONES & CO.	X		
ENDURANCE AMERICAN INSURANCE COMPANY	X*		ENDURANCE SPECIALTY HOLDINGS LTD, SOMPO INTERNATIONAL HOLDINGS LTD
ERNST & YOUNG	X		
ESMARK STEEL GROUP MIDWEST		X*	ESMARK INC
EVANSTON INSURANCE COMPANY	X		
FAEGRE DRINKER BIDDLE & REATH LLP		X	
FEDERAL INSURANCE COMPANY		X	
FEDERAL MOGUL CORPORATION	X*		TENNECO INC
FEDERAL MOGUL SEVIERVILLE INC	X*		TENNECO INC
FEMCO INC	X*		FEMCO MACHINE COMPANY INC
FERRIS INDUSTRIES, INC.		X*	BROWNING-FERRIS INDUSTRIES; FERRIS & COMPANY
FIDELITY	X*	X*	FIDELITY NATIONAL FINANCIAL, FIDELITY NATIONAL TITLE, FIDELITY & GUARANTY LIFE; FIDELITY NATIONAL HOME WARRANTY, FIDELITY BANK [CURRENT]; FMR LLC, FIDELITY & GUARANTY LIFE; CHICAGO TITLE; FIDELITY NATIONAL HOLDING; US FIDELITY & GUARANTY; FIRST FIDELITY BANK, ETC [FORMER]
FIDELITY INVESTMENTS / FIDELITY WORKPLACE SERVICES LLC		X	Synonomous with FMR LLC
FIDELITY MANAGEMENT TRUST COMPANY		X	Synonomous with FMR LLC

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
FIDELITY STOCK PLAN SERVICES, LLC		X	Synonomous with FMR LLC
FIDELITY WORKPLACE SERVICES, LLC		X	Synonomous with FMR LLC
FIRST MIDWEST BANK		X*	FIRST MIDWEST FINANCIAL INC
FISHER BARTON BLADES INC		X*	FISHER-BARTON INC
FLAMBEAU CORPORATION		X*	FLAMBEAU INC
FORD & HARRISON LLP		X	
FORD, JOHN	X*	X*	JON AND ROBIN FORD [CURRENT]; JON R. FORD; JOHN FORD [FORMER]
FREUDENBERG-NOK	X		
FTI CONSULTING	X*	X	FTI GROUP [CURRENT]
FUTURA VORSORGESTIFTUNG		X*	FUTURA COMPANIES LTD, FUTURA GEAR WORKS
GENERAC POWER		X*	GENERAC PORTABLE PRODUCTS INC
GENERAC POWER SYSTEMS, INC.		X*	GENERAC PORTABLE PRODUCTS INC
GIBSON DUNN & CRUTCHER LLP		X	
GKN SINTER METALS	X*	X*	GKN NORTH AMERICA SERVICES INC, GKN AEROSPACE INC [CURRENT]; GKN [FORMER]
GODFREY & KAHN, S.C.		X	
GOLDEN EAGLE DIST. CORP.		X*	GOLDEN EAGLE EXPRESS INC., GOLDEN EAGLE SYSTEMS, GOLDEN EAGLE OIL & GAS SERV.
GOLDMAN SACHS & CO. LLC	X		
GOODMAN GROUP	X*	X*	GOODMAN COMPANY [CURRENT]; GOODMAN REAL ESTATE, GOODMAN & COMPANY, GOODMAN FACTORS, GOODMAN MANUFACTURING, GOODMAN CONCRETE CONSTRUCTION, GOODMAN PRODUCE
GOOSSEN & SCHULTZ CPAS LLP		X*	GOOSSEN & SCHULTZ SC
GRANT THORNTON LLP	X		
GREAT AMERICAN INSURANCE GROUP		X	
GREAT WEST CASUALTY CO	X*		GREAT-WEST TRUST COMPANY [CURRENT]
GREAT-WEST CAPITAL MANAGEMENT LLC	X*	X	GREAT-WEST TRUST COMPANY [CURRENT]
GREEN BAY PACKAGING INC		X	
GREENBERG TRAUIG, PA		X	
GSO CAPITAL PARTNERS		X	
GURU VENTURES, INC.	X		

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
HAYNSWORTH SINKLER BOYD, PA		X	
HENRY COUNTY TAX COMMISSIONER		X*	HENRY COUNTY BOARD OF SUPERVISORS
HERMAN MILLER, INC.	X		
HILLTOP SECURITIES INC.	X*		PLAINSCAPITAL CORP, PLAINSCAPITAL BANK, HILLTOP HOLDINGS
HOFFER PLASTICS CORPORATION		X	
HOME DEPOT INC	X		
HONDA AUSTRALIA MOTORCYCLE & POWER EQUIPMENT P/L		X*	AMERICAN HONDA MOTOR, HONDA R&D AMERICA, HOMDA MOTOR CO LTD
HONDA MOTOR CO, LTD.		X*	AMERICAN HONDA MOTOR, HONDA R&D AMERICA, HOMDA MOTOR CO LTD
HOP		X*	HOP HOLDCO LLC
HOULIHAN LOKEY CAPITAL, INC.		X	
HSBC BANK (CHINA) COMPANY LIMITED	X*	X*	HONG KONG & SHANGHAI BANKING CORP LIMITED (CURRENT); HSBC TAXPAYER FINANCIAL SERVICES, HSBC BANK CANADA, HSBC MARKETS, HSBC SECURITIES, HSBC BANK USA, HSBC BAN PLC (FORMER)
HSBC BANK MALAYSIA BERHAD	X*	X*	HONG KONG & SHANGHAI BANKING CORP LIMITED (CURRENT); HSBC TAXPAYER FINANCIAL SERVICES, HSBC BANK CANADA, HSBC MARKETS, HSBC SECURITIES, HSBC BANK USA, HSBC BAN PLC (FORMER)
HSBC MEXICO	X*	X*	HONG KONG & SHANGHAI BANKING CORP LIMITED (CURRENT); HSBC TAXPAYER FINANCIAL SERVICES, HSBC BANK CANADA, HSBC MARKETS, HSBC SECURITIES, HSBC BANK USA, HSBC BAN PLC (FORMER)
HSBC RUSSIA	X*	X*	HONG KONG & SHANGHAI BANKING CORP LIMITED (CURRENT); HSBC TAXPAYER FINANCIAL SERVICES, HSBC BANK CANADA, HSBC MARKETS, HSBC SECURITIES, HSBC BANK USA, HSBC BAN PLC (FORMER)
HURON CAPITAL		X*	HURON FLEX EQUITY FUND (CURRENT); HURON CAPITAL PARTNERS LLC (FORMER)
HUSQVARNA OUTDOOR		X	

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
HUSQVARNA OUTDOOR POWER		X	
IHI AGRI-TECH CORPORATION	X*		IHI CORPORATION
IMPERIAL CAPITAL, LLC	X*		IMPERIAL CAPITAL GROUP LLC
IMPERIAL PARKING CORPORATION	X*		IMPERIAL PARKING (US) LLC
IMPERIAL ZINC CORPORATION		X	
INDUSTRIAL AND COMMERCIAL BANK OF CHINA		X	
INTERACTIVE BROKERS RETAIL EQUITY CLEARING	X*		IBG LLC AKA INTERACTIVE BROKERS GROUP
INTL FCSTONE FINANCIAL INC.	X		
INVESCO LTD	X		
J.P. MORGAN SECURITIES LLC/JPMC	X		
JACKSON COUNTY COLLECTOR		X*	JACKSON COUNTY, FL; JACKSON COUNTY, WI
JAMES HUMPHREY		X*	JIM HUMPHREY; JAMES B. HUMPHREY III
JANNEY MONTGOMERY SCOTT LLC		X	
JOHN DEERE POWER PRODUCTS	X		
JOHN STEPHENSON	X*	X*	STEPHENSON, JOHN C. (CURRENT); DR. JOHN STEPHENSON; JOHN STEPHENSON, JOHN R. STEPHENSON (FORMER)
JOHNSON ELECTRIC NORTH AMERICA INC		X*	JOHNSON ELECTRIC AUTOMOTIVE INC
JONCO INDUSTRIES	X		
JONES PLASTIC & ENGINEERING CO LLC		X*	JONES PLASTIC & ENGINEERING DE MONTERREY SA DE CV
JP MORGAN S.A.	X		
JPMORGAN CHASE BANK, NA	X		
JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	X		
KAWASAKI HEAVY INDUSTRIES, LTD	X		
KEYBANK NATIONAL ASSOCIATION	X		
KING & SPALDING LLP		X	
KOHLER CO.	X		
KPMG LLP	X		
LATHAM & WATKINS, LLP		X	
LATHROP GPM LLP		X	
LEE COUNTY REVENUE COMMISSIONER		X*	LEE COUNTY AIRPORT; LEE COUNTY PORT AUTHORITY; LEE COUNTY, FL; LEE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY, LEE COUNTY (FL) SCHOOL DISTRICT; LEE COUNTY

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
LENNOX INTERNATIONAL, INC.		X	
LINCOLN PROPERTY COMPANY	X		
LITTLER MENDELSON, PC		X	
LOEB & LOEB	X		
LOWE'S CORPORATION		X*	LOWES COMPANIES
MACKAY SHIELDS LLC		X	
MAGNA CARTA INSURANCE, LTD		X	
MANITOWOC TOOL & MANUFACTURING LLC		X	
MARSH JLT SPECIALTY	X*		MARSH USA INC, MERCER US INC, MERCER HR SERVICES
MARSH USA INC	X		
MASSACHUSETTS DEPARTMENT OF REVENUE		X	
MCMILLAN LLP	X		
MERCER HUMAN RESOURCE CONSULTING	X		
MERCURY MARINE		X	
MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED/8862 MLPF&S TS SUB	X		
METALS USA CARBON FLAT ROLLED INC		X*	
MICHAEL D. HAMILTON		X*	MICHAEL D. AND JANA L. HAMILTON
MICHIGAN DEPARTMENT OF TREASURY		X	
MILWAUKEE METROPOLITAN SEWERAGE DISTRICT: MMSD	X		
MILWAUKEE SCHOOL OF ENGINEERING		X	
MORGAN STANLEY SMITH BARNEY LLC	X		
MR. DAVID J. RODGERS		X*	RODGERS, DAVID J. AND JAMIE A.
MTD CONSUMER LAWN MOWERS	X*		MTD HOLDINGS LLC
MUFG UNION BANK, N.A.	X		
NATIONAL ASSOCIATION OF CORPORATE DIRECTORS	X*		NEW ENGLAND CHAPTER
NATIONAL BANK OF ABU DHABI		X	
NATIONAL FINANCIAL SERVICES LLC		X	
NATIONAL GRID	X		
NATIONAL MATERIALS CORP.		X*	NATIONAL MATERIAL LP
NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA	X		

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
NEW YORK LIFE INSURANCE CO	X		
NEW YORK LIFE INVESTMENT MGT	X		
NIKKI AMERICA	X		
NIKKI AMERICA FUEL SYSTEMS, LLC	X		
NTD PATENT & TRADE MARK AGENCY LIMITED	X		
OGLETREE DEAKINS NASH SMOAK & STEWART, PC		X	
OGURA INDUSTRIAL CORP		X*	OGURA & CO; OGURA CORPORATION
OKLAHOMA TAX COMMISSION BUSINESS TAX DIVISION		X	
OLD REPUBLIC ASSET MANAGEMENT	X		
OLD REPUBLIC GENERAL INSURANCE COR	X		
OLD REPUBLIC INSURANCE CO	X		
OLD REPUBLIC LIFE INSURANCE CO	X		
OLD REPUBLIC NATIONAL TITLE INSURA	X		
OLD REPUBLIC SECURITY ASSURANCE CO	X		
OLD REPUBLIC SURETY CO	X		
OPPENHEIMER & CO. INC.	X		
ORCHID MONROE LLC	X		
PACON CORPORATION	X		
PATTERSON, RONNIE		X*	PATTERSON, RONY
PENSKE TRUCK LEASING CO.	X		
PERKINS COIE, LLP		X	
PICOSPRAY, INC.	X		
PITNEY BOWES		X	
PNC BANK	X		
POWER DISTRIBUTORS, LLC	X		
PRICEWATERHOUSECOOPERS LLP	X*	X	PRICEWATERHOUSECOOPERS LLP CANADA AND PWC UK LLP
PRINCIPAL LIFE INSURANCE	X		
QBE INSURANCE CORPORATION	X		
QUARLES & BRADY LLP		X	
R R DONNELLEY & SONS COMPANY		X	
RAYMOND JAMES & ASSOCIATES, INC.	X		
RBC CAPITAL MARKETS, LLC		X	
REED SMITH, LLP		X	

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
REGIONS BANK	X		
RELIASTAR LIFE INSURANCE CO	X		
RICOH AMERICAS CORPORATION	X		
RICOH DOCUMET CENTER NUJMEGAN B.V.	X*		RICOH CO LTD, RICOH AMERICAS HOLDINGS
ROBERT W. BAIRD & CO. INCORPORATED	X		
RSM US LLP	X		
SABRE FRANCE		X*	SABRE HOLDINGS CORP, SABRE GROUP INC, SABRE SOCIEDAD TECNOLOGICA SA DE DV, SABRE TRAVEL INFORMATION NETWORK, SABRE INDUSTRIES, SABRE RESOURCES CORP, SABRE EXPLORATION CO
SAFETY NATIONAL CASUALTY CORPORATION		X	
SEARS		X	
SEATS INCORPORATED		X	
SENTRY INSURANCE A MUTUAL COMPANY	X		
SHEFFIELD FINANCIAL A DIV OF BB&T		X	
SMITH MOORE LEATHERWOOD LLP		X*	SMITH & MOORE LLP
SOMPO INTERNATIONAL	X		
SOUTH EAST WATER	X		
ST LUCIE COUNTY TAX COLLECTOR		X	
STARTING USA CORPORATION	X		
STATE STREET BANK AND TRUST COMPANY		X	
STEPHEN A. WYNN INSTITUTE FOR VISION RESEARCH (UNIVERSITY OF IOWA)		X*	UNIVERSITY OF IOWA, UNIVERSITY OF IOWA RESEARCH FOUNDATION
STIFEL, NICOLAUS & COMPANY, INCORPORATED		X	
SUN TRUST		X	
SYNCHRONY BANK		X	
TCF EQUIPMENT FINANCE A DIVISION OF TCF NATIONAL BANK	X		
TD AMERITRADE CLEARING, INC.	X		
TECHTRONIC INDUSTRIES	X*		TTI INC, ERICSSON INC
THE BANK OF NEW YORK MELLON/MELLON TRUST OF NEW ENGLAND, NATIONAL ASSOCIATION	X		
THE NORTHERN TRUST COMPANY	X		

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
THE TORO COMPANY		X	
THE VANGUARD GROUP, INC.		X	
TI INVESTORS OF GERMANTOWN I LLC		X*	TI INVESTMENTS LLC
TOWN OF PORT WASHINGTON		X*	CITY OF PORT WASHINGTON, WI; PORT WASHINGTON COMMUNITY DEVELOPMENT AUTHORITY
TOWN OF VERNON		X*	TOWN OF VERNON, WI
TRANSPORTATION INSURANCE COMPANY	X		
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA		X	
TRAVELERS PROPERTY CASUALTY COMPANY OF AMERICA		X	
TREND TECHNOLOGIES LLC		X*	TREND TEC INC
U S BANK CORPORATE PAYMENT SYSTEM	X		
U.S. BANCORP INVESTMENTS, INC.	X		
U.S. BANK N.A.	X		
UBS FINANCIAL SERVICES INC.	X		
UMB BANK, NATIONAL ASSOCIATION	X		
UNIVERSAL FOREST PRODUCTS	X*		UNIVERSAL FOREST PRODUCTS EASTERN DIVISION INC; ALJOMA LUMBER, INC.
US BANK NATIONAL ASSOCIATION	X		
VERTEX	X*	X*	VERTEX PHARMACEUTICALS INC; BACKTRACKER INC.; VERTEX HOLDINGS LP; VERTEX US HOLDINGS INC. [CURRENT]; VERTEX INTERNATIONAL, VERTEX DEVELOPMENT; VERTEX COMPANIES INC; VERTEX INTERNATIONAL TRADING GROUP; VERTEX SA DE CV; VERTEX ELECTRONICS INC [FORMER]
VICTA LAWCARE PTY. LTD.	X		
VICTA LIMITED	X		
VILLAGE OF GERMANTOWN		X*	VILLAGE OF GERMANTOWN, WI
VIRGINIA DEPARTMENT OF TAXATION		X	
VON BRIESEN & ROPER, S.C.		X	
VOYA INSURANCE & ANNUITY CO		X*	VOYA FINANCIAL INC
VOYA RETIREMENT INSURANCE & ANNUIT		X*	VOYA FINANCIAL INC

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
WASHINGTON COUNTY		X*	WASHINGTON COUNTY HOUSING & REDEVELOPMENT AUTHORITY
WAUKESHA COUNTY TREASURER		X*	WAUKESHA COUNTY AREA TECHNICAL COLLEGE DISTRICT; WAUKESHA COUNTY HOUSING AUTHORITY
WE ENERGIES	X		
WEDBUSH SECURITIES INC.	X		
WEIL, GOTSHAL & MANGES LLP		X	
WELLS FARGO & CO	X		
WELLS FARGO BANK, NATIONAL ASSOCIATION	X		
WELLS FARGO CAPITAL FINANCE CORPORATION CANADA (SUCCESSOR IN INTEREST TO GE COMMERCIAL DISTRIBUTION FINANCE CANADA)	X		
WELLS FARGO CLEARING SERVICES LLC	X		
WELLS FARGO COMMERCIAL DISTRIBUTION FINANCE, LLC	X		
WELLS FARGO SECURITIES, LLC	X		
WESTPAC BANKING CORPORATION		X	
WHITEBOX ADVISORS	X		
WILLIS (BERMUDA) LIMITED	X*	X*	WILLIS GROUP LIMITED [CURRENT]; WILLIS CORROON CORP OF WISCONSIN INC, WILLIS CORROON CORP OF WISCONSIN, WILLIS OF ILLINOIS, WILLIS CONTRACTORS INC, WILLIS IMPORTING LLC, WILLIS BANK OF TEXAS, WILLIS FRAMING INC, WILLIS KNIGHTON MEDICAL CENTER, WILLIS FABER & DUMAS; WILLIS GROUP HOLDINGS LTD [FORMER]
WILLIS LIMITED	X*	X*	WILLIS GROUP LIMITED [CURRENT]; WILLIS CORROON CORP OF WISCONSIN INC, WILLIS CORROON CORP OF WISCONSIN, WILLIS OF ILLINOIS, WILLIS CONTRACTORS INC, WILLIS IMPORTING LLC, WILLIS BANK OF TEXAS, WILLIS FRAMING INC, WILLIS KNIGHTON MEDICAL CENTER, WILLIS FABER & DUMAS; WILLIS GROUP HOLDINGS LTD [FORMER]

<u>Entity Name</u>	<u>Current Foley Client</u>	<u>Former Foley Client</u>	<u>Name of Entity or Affiliated Entity is a Foley Client</u>
WILLIS OF WISCONSIN INC	X*	X*	WILLIS GROUP LIMITED [CURRENT]; WILLIS CORROON CORP OF WISCONSIN INC, WILLIS CORROON CORP OF WISCONSIN, WILLIS OF ILLINOIS, WILLIS CONTRACTORS INC, WILLIS IMPORTING LLC, WILLIS BANK OF TEXAS, WILLIS FRAMING INC, WILLIS KNIGHTON MEDICAL CENTER, WILLIS FABER & DUMAS; WILLIS GROUP HOLDINGS LTD [FORMER]
WILLIS TOWERS WATSON MIDWEST, INC.	X*	X*	WILLIS GROUP LIMITED [CURRENT]; WILLIS CORROON CORP OF WISCONSIN INC, WILLIS CORROON CORP OF WISCONSIN, WILLIS OF ILLINOIS, WILLIS CONTRACTORS INC, WILLIS IMPORTING LLC, WILLIS BANK OF TEXAS, WILLIS FRAMING INC, WILLIS KNIGHTON MEDICAL CENTER, WILLIS FABER & DUMAS; WILLIS GROUP HOLDINGS LTD [FORMER]
WOODSIDE VENTURES, INC.	X*		WOODSIDE CAPITAL PARTNERS; WOODSIDE CAPITAL SECURITIES LLC, WOODSIDE SPECIAL OPPORTUNITY PE GP II LP
XL INSURANCE AMERICA, INC.	X*		XL INSURANCE COMPANY SE; AXA XL; XL CATLIN;
ZURICH AMERICAN INSURANCE COMPANY	X*	X	ZURICH NORTH AMERICA

* Denotes individual parties in interest whose names appear in Foley’s client database, but who may be the same individual or entity as the party identified in the party in interest list.

Appendix 3

Engagement Letter

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, <i>et al.</i> ,	§	
	§	(Joint Administration Requested)
Debtors. ¹	§	
	§	

DECLARATION OF KATHRYN M. BUONO
IN SUPPORT OF APPLICATION OF DEBTORS
FOR AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF FOLEY & LARDNER LLP AS SPECIAL
COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE

I, Kathryn M. Buono, under penalty of perjury, declare as follows:

1. I am the Vice President, Corporate Counsel and Secretary of Briggs & Stratton Corporation, one of the debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned Chapter 11 Cases, with offices located at 12301 West Wirth Street, Wauwatosa, Wisconsin 53222.

2. I submit this declaration (the “**Declaration**”) in support of the *Application of Debtors for an Order Authorizing the Retention and Employment of Foley & Lardner LLP as Special Counsel for the Debtors Effective as of the Petition Date* (the “**Application**”).² Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents, and information supplied to me by other members of the Debtors’ senior management and the Debtors’ advisors.

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 defined herein have the meanings given to them in the Application.

The Debtors' Selection of Foley as Special Counsel

3. The Debtors seek to retain Foley as their special counsel, because, among other reasons, (a) Foley and its partners have represented certain of the Debtors for over 20 years in connection with a variety of matters involving, among other things, employee benefits, bankruptcy and reorganization consultation and litigation, data security, corporate governance, credit transactions, contracting, tax, intellectual property, commercial litigation, consumer litigation, health & safety, and trade compliance (collectively, the “**Represented Matters**”), and therefore, I believe Foley is familiar with the Debtors’ operations, business, capital structure, material agreements, and potential legal issues that may arise during the pendency of the Chapter 11 Cases, and (b) Foley has extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations and specific expertise and experience representing companies in the manufacturing industry.

4. Foley will, among other things, (a) continue to represent the Debtors with respect to the Represented Matters; (b) provide corporate, finance, employee benefits, environmental, labor, tax, and other related advice to the Debtors in connection with a sale of substantially all of the Debtors’ assets (including certain equity interests) under Bankruptcy Code Section 363 (the “**Sale Transaction**”); (c) prepare, on behalf of the Debtors, certain agreements and documents relating to or in furtherance of the advice and matters related to the Sale Transaction; and (d) provide corporate and other related advice to one or more of the Debtors in connection with their business operations during the Chapter 11 Cases.

5. Because of Foley’s familiarity with the Debtors’ operations and potential issues that may arise in connection with the Sale Transaction, I believe that it is reasonable and efficient to retain historical corporate counsel for the corporate and transactional work that will be required

for the Debtors' continued operations, in addition to the Sale Transaction. This will ensure that the Debtors are being represented by counsel with historical knowledge of the Debtors' assets and obtaining consistent advice regarding the Debtors' ongoing operations and the Sale Transaction, as necessary and appropriate to protect their interests in the Chapter 11 Cases. I believe that engaging alternate counsel at this stage of the Debtors' restructuring efforts would be disruptive and extremely costly and would likely adversely affect the Debtors' businesses and the consummation of the Sale Transaction on the timetable necessary for the Debtors to achieve their restructuring objectives.

Rate Structure and Cost Supervision

6. In the normal course of business, I typically monitor legal fees and expenses incurred by the Debtors on matters overseen by me such as the Debtors' restructuring efforts and report to the applicable firm any concerns regarding the reasonableness of such fees and expenses. Any issues regarding such fees and expenses are typically then addressed informally between the Debtors and the firm. I intend to adopt the same practice with Foley in connection with this engagement.

7. Foley has informed me that its postpetition rates and fee structure will remain consistent with the prepetition rate structure set forth in the Engagement Agreement or as otherwise agreed to among the Debtors and Foley prior to the Petition Date. The Debtors will work with Foley to develop a prospective budget and staffing plan, which may be amended as necessary to reflect changed circumstances or unanticipated developments.

8. In the ordinary practice among Foley and the Debtors, Foley engages foreign law firms (the "**Foreign Firms**") to perform necessary work for the Debtors in foreign jurisdictions. The Foreign Firms then bill Foley for their work, which Foley pays on the Debtors' behalf. The

Debtors then reimburse Foley at the cost of the invoice (the “**Foreign Firm Expenses**”). While the Debtors are seeking the retention of these Foreign Firms under separate requests to the Court, the Debtors anticipate that Foley may be asked to pay the Foreign Firm Expenses on the Debtors’ behalf. Therefore, the Debtors respectfully request that Foley be permitted to continue this practice of paying the Foreign Firm Expenses on the Debtors’ behalf and then seeking reimbursement from the Debtors on a postpetition basis.³

9. I recognize, however, that in the course of a large chapter 11 case like the Chapter 11 Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Foley. I further recognize that it is the Debtors’ responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the Debtors’ estates remain consistent with the Debtors’ expectations and the exigencies of the Chapter 11 Cases. Accordingly, I will continue to monitor Foley’s invoices and, together with Foley, periodically amend the budget and staffing plan as the case develops.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Dated: July 20, 2020
Wauwatosa, Wisconsin

BRIGGS & STRATTON CORPORATION

/s/ Kathryn M. Buono
Kathryn M. Buono
Vice President, Corporate Counsel,
and Secretary

³ As there may be residual, unpaid Foreign Firm Expenses as of the Petition Date, the Debtors request permission to use this arrangement to pay any unpaid, prepetition Foreign Firm Expenses in the ordinary course of business.