

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

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

AMENDED INTERIM ORDER (I) AUTHORIZING DEBTORS TO (A) PAY PREPETITION WAGES, SALARIES, COMMISSIONS, EMPLOYEE BENEFITS, AND OTHER OBLIGATIONS, (B) MAINTAIN EMPLOYEE BENEFIT PROGRAMS, (C) PAY RELATED ADMINISTRATIVE OBLIGATIONS, (D) PAY SUPPLEMENTAL WORKFORCE OBLIGATIONS, AND (E) TERMINATE DEFERRED COMPENSATION PLANS; AND (II) GRANTING RELATED RELIEF

Upon the motion (the “**Motion**”)¹ of Briggs & Stratton Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order pursuant to sections 105(a), 363(b) and 507(a) of the Bankruptcy Code for an order (i) authorizing debtors to (a) pay prepetition wages, salaries, commissions, employee benefits, and other compensation, (b) maintain employee benefit programs, (c) pay administrative obligations related to the foregoing, (d) pay obligations related to the Supplemental Workforce, and (e) terminate the Deferred Compensation Plans; and (ii) granting related relief, all as more fully set forth in the Motion; and upon consideration of the Ficks Declaration; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.



represented that adequate and proper notice of the Motion has been provided and that no other or further notice need be given; and this Court having reviewed the Motion; and this Court having held a hearing to consider the relief requested in the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by Bankruptcy Rule 6003 and is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor, **it is hereby ORDERED that the Motion is GRANTED on an interim basis in that:**

1. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363(b), and 507(a) of the Bankruptcy Code to (i) pay, in their discretion, obligations incurred, directly or indirectly, under or relating to the Employee Obligations, related expenses, and all fees and costs incident to the foregoing, including amounts owed to third-party administrators and providers and tax authorities; and (ii) maintain and continue to honor and pay, in their discretion, amounts with respect to the Debtors' business practices, programs, and policies for their employees as such were in effect as of the commencement of these chapter 11 cases and as such may be modified or supplemented from time to time in the ordinary course of business; provided, however, that, pending entry of a final order on this Motion, any payments made pursuant to the foregoing clauses (i) and (ii) collectively shall not exceed \$11,895,000 in the aggregate.

2. Nothing in the Motion or this Interim Order shall be deemed to authorize the Debtors to accelerate any payments not otherwise due prior to the date of the hearing to consider entry of an order granting the relief requested in the Motion on a final basis.

3. Nothing in the Motion or this Interim Order, pending entry of a final order, shall be deemed to authorize the Debtors to make any payment to, or on behalf of, any Employee on account of wages, bonus, and other compensation obligations in excess of \$13,650 per individual with respect to the prepetition period or permit a violation of section 503(c) of the Bankruptcy Code; provided however, that the Debtors will not make any payments on account of (i) severance obligations with respect to non-insider Employees, (ii) Vacation Leave, except as may be required by applicable non-bankruptcy law, or (iii) obligations owed under the Cash Bonus Programs, until entry of a Final Order.

4. The Banks are authorized to receive, process, honor, and pay any and all checks issued, or to be issued, and electronic funds transfers requested, or to be requested, by the Debtors relating to such obligations, to the extent that sufficient funds are on deposit in available funds in the applicable bank accounts to cover such payments. The Banks are authorized to accept and rely on all representations made by the Debtors with respect to which checks, drafts, wires, or automated clearing house transfers should be honored or dishonored in accordance with this or any other order of this Court, whether such checks, drafts, wires, or transfers are dated prior to, on, or subsequent to the Petition Date, without any duty to inquire otherwise.

5. The Debtors are authorized, but not directed, to issue new postpetition checks, or effect new electronic funds transfers, and to replace any prepetition checks or electronic fund transfer requests that may be lost or dishonored or rejected as a result of the commencement of the Debtors' chapter 11 cases with respect to any prepetition amounts that are authorized to be paid pursuant to this Interim Order.

6. Notwithstanding anything contained in the Motion or this Interim Order, any payment made, and any authorization of the Debtors contained herein shall be subject to the

terms and conditions contained in any orders entered by this Court authorizing the Debtors to obtain debtor-in-possession financing and/or authorizing the use of cash collateral (each such order, a “**DIP Order**”), the documentation in respect of any such debtor-in-possession financing or use of cash collateral, and any budget in connection with any such debtor-in-possession financing and/or use of cash collateral. To the extent there is any inconsistency between the terms of any DIP Order and any action taken or proposed to be taken by the Debtors hereunder, the terms of the DIP Order shall control.

7. Nothing contained in the Motion or this Interim Order or any payment made pursuant to the authority granted by this Interim Order is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver of the Debtors’ or any party in interest’s rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors’ rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (iv) an agreement or obligation to pay any claims, (v) a waiver of any claims or causes of action which may exist against any creditor or interest holder, or (vi) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code.

8. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

9. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).

10. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Interim Order shall be immediately effective and enforceable upon its entry.


11. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Interim Order.

12. A final hearing (the “**Final Hearing**”) to consider the relief requested in the Motion shall be held on **August 18, 2020 at 10 am (Prevailing Central Time)**, in the United States Bankruptcy Court, Eastern District of Missouri, United States Courthouse, Thomas F. Eagleton Federal Building, 5th Floor, North Courtroom, 111 S. 10th Street, St. Louis, Missouri, 63102, and any objections or responses to the Motion shall be filed on or prior to **August 11, 2020 at 4:00 p.m. (Prevailing Central Time)** and shall be served on: (i) Briggs & Stratton Corporation, 12301 West Wirth Street, Wauwatosa, Wisconsin 53222 (Attn: Kathryn M. Buono, Esq.); (ii) proposed counsel to the Debtors (a) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ronit J. Berkovich, Esq., Debora A. Hoehne, Esq., and Martha Martir, Esq.) and (b) Carmody MacDonald P.C., 120 S. Central Avenue, Suite 1800, St. Louis, Missouri 63105 (Attn: Robert E. Eggmann, Esq., Christopher J. Lawhorn, Esq., and Thomas H. Riske, Esq.); and (iii) the Notice Parties (as defined in the Motion). If no objection or response is timely filed and served, the Court may enter the Final Order without need for the Final Hearing.

13. Not later than two (2) business days after the date of this Interim Order, the Debtors shall serve a copy of the Interim Order and shall file a certificate of service no later than twenty-four (24) hours after service.

DATED: July 22, 2020
St. Louis, Missouri

cke


Barry S. Schermer
United States Bankruptcy Judge

Order Prepared By:

Robert E. Eggmann, #37374MO
Christopher J. Lawhorn, #45713MO
Thomas H. Riske, #61838MO
CARMODY MACDONALD P.C.
120 S. Central Avenue, Suite 1800
St. Louis, Missouri 63105
Telephone: (314) 854-8600
Facsimile: (314) 854-8660
Email: ree@carmodymacdonald.com
cjl@carmodymacdonald.com
thr@carmodymacdonald.com

*Proposed Local Counsel to the Debtors and
Debtors in Possession*

-and-

Ronit J. Berkovich (admitted *pro hac vice*)
Debra A. Hoehne (admitted *pro hac vice*)
Martha E. Martir (admitted *pro hac vice*)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: Ronit.Berkovich@weil.com
Debra.Hoehne@weil.com
Martha.Martir@weil.com

*Proposed Counsel to the Debtors and
Debtors in Possession*