

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
SOUTHEASTERN DIVISION

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

**FINAL 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**”)<sup>1</sup> of Briggs & Stratton Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order 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

<sup>1</sup> 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 given 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 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** 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 on a post-petition basis, 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.

2. 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.

3. 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 Final Order.

4. The Debtors are authorized, but not directed, to pay any amounts to, or on behalf of, any non-insider Employee on account of wages, bonus, and other compensation obligations up to the \$13,650 Cap per Employee; to the extent that an employee is terminated after the Petition Date, the Debtors are authorized to pay as an administrative expense claim the portion of any severance that accrued from the Petition Date through the date of termination.

5. The Debtors are authorized, but not directed, to pay Employees all amounts owing to them on account of the Sales Incentive Programs (the "SIPs"), including amounts in excess of the \$13,650 Cap.

6. With the exception of payments to Employees on account of the SIPs, nothing in the Motion or this 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, severance and other compensation obligations in excess of the \$13,650 Cap or permit a violation of section 503(c) of the Bankruptcy Code.

7. Pursuant to section 363(b) of the Bankruptcy Code, the Debtors are, in the exercise of their reasonable business judgment, authorized, but not directed, to terminate the Deferred Compensation Plans.

8. Wells Fargo Bank, National Association (“**Wells Fargo**”), as trustee of the Briggs & Stratton Corporation Trust Agreement (“**Trust**”) established by the Briggs & Stratton Corporation (“**Company**”) dated July 21, 2011 (relating to the funding of the Key Employee Savings and Investment Plan), is authorized and directed to liquidate the assets in the Trust to cash and to distribute the assets of the Trust to the Company, after payment of the trustee expenses of \$5,250 and settlement of the overdrawn cash amount in the amount of \$8,021. Such turnover shall satisfy Wells Fargo’s obligations under Section 3 of the Trust. The Company shall sign such documents as Wells Fargo shall reasonably request to facilitate the liquidation, distribution and termination of the Trust. Wells Fargo is hereby authorized and directed to terminate the Trust following the liquidation of the assets of the Trust and turnover of the Trust assets as set forth herein. Upon termination of the Trust, Wells Fargo shall be discharged and have no further obligations to the Trust or the Beneficiaries and Participants.

9. Amounts, if any, contributed or otherwise deferred by participating Employees and/or directors pursuant to the Deferred Compensation Plans, in connection with postpetition services provided to the Debtors, constitute administrative expenses of the Debtors and shall be paid to participants pursuant to section 503(b)(1)(A) of the Bankruptcy Code.

10. Nothing herein shall prejudice the rights of the Debtors to seek additional or further relief from the Court with respect to the Deferred Compensation Plans.

11. Notwithstanding anything contained in the Motion or this Final 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.

12. Nothing contained in the Motion or this Final Order or any payment made pursuant to the authority granted by this Final 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.

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


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

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

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

DATED: August 20, 2020  
St. Louis, Missouri

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Barry S. Schermer  
United States Bankruptcy Judge

**Order Prepared By:**

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