

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re:	§	Chapter 11
	§	
	§	Case No. 20-43597-399
	§	
BRIGGS & STRATTON CORPORATION, et al.,	§	(Jointly Administered)
	§	
Debtors.	§	Hearing Date: February 10, 2021
	§	Hearing Time: 10:00 a.m. (Central Time)
	§	Hearing Location: Courtroom 5 North
	§	111 S. 10th St., St. Louis, MO 63102

**MOTION OF PLAN ADMINISTRATOR FOR
ENTRY OF ORDER APPROVING (I) CLAIMS OBJECTION
PROCEDURES; (II) CLAIMS HEARING PROCEDURES; AND
(III) GRANTING RELATED RELIEF**

The Plan Administrator, on behalf of Briggs & Stratton Corporation and its debtor affiliates (collectively, the “**Wind-Down Estates**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), respectfully represents as follows in support of this motion (the “**Motion**”):¹

Background

1. On July 20, 2020 (the “**Petition Date**”), Briggs & Stratton Corporation and certain of its affiliates (collectively, the “**Debtors**”) each commenced with this Court a voluntary case under title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors operated their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure

¹ Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Confirmation Order and the Plan, as applicable (each as defined below).



(the “**Bankruptcy Rules**”) and Rule 1015(b) of the Local Rules of Bankruptcy Procedure for the Eastern District of Missouri (the “**Local Rules**”).

3. On August 5, 2020, the United States Trustee appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”) in the Chapter 11 Cases, pursuant to section 1102 of the Bankruptcy Code.

4. On September 15, 2020, the Court entered the Sale Order² authorizing the Debtors to sell substantially all of their assets (the “**Sale Transaction**”) to Bucephalus Buyer, LLC (the “**Purchaser**”). On September 21, 2020, the Debtors closed the Sale Transaction.³

5. On October 9, 2020, the Debtors filed the *Joint Chapter 11 Plan of Briggs & Stratton Corporation and its Affiliated Debtors* [Docket No. 1066], as amended by the amended chapter 11 plans filed on November 9, 2020 [Docket No. 1226] and December 16, 2020 [Docket No. 1434]. On October 9, 2020 the Debtors also filed the *Disclosure Statement for Joint Chapter 11 Plan of Briggs & Stratton Corporation and Its Affiliated Debtors* [Docket No. 1067], as amended by the amended disclosure statement filed on November 9, 2020 [Docket No. 1227] (the “**Disclosure Statement**”).⁴ On November 10, 2020, the Court entered an order approving the Disclosure Statement.⁵

² *Order (I) Authorizing the Sale of the Assets and Equity Interests to the Purchaser Free and Clear of Liens, Claims, Interests, and Encumbrances; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 898] (the “**Sale Order**”).

³ *See Notice of (I) Filing of Amendment to Stock and Asset Purchase Agreement, And (II) the Occurrence of Closing of the Sale Transaction* [Docket No. 964].

⁴ Capitalized terms used in this Motion, but not defined herein, shall have the meanings ascribed to such terms in the Plan or the Ficks Declaration, as applicable.

⁵ *See Order (I) Approving Disclosure Statement; (II) Establishing Notice and Objection Procedures for Confirmation of Plan; (III) Approving Solicitation Packages and Procedures for Distribution Thereof; (IV) Approving the Form of Ballots and Establishing Procedures for Voting on the Plan; and (V) Granting Related Relief* [Docket No. 1233].

6. On December 18, 2020, the Court held the confirmation hearing and entered an order [Docket No. 1485] (the “**Confirmation Order**”) confirming the *Second Amended Joint Chapter 11 Plan of Briggs & Stratton Corporation and Its Affiliated Debtors* [Docket No. 1434] (as may be supplemented or modified in accordance with the terms thereof and of the Confirmation Order, the “**Plan**”). The Effective Date of the Plan occurred on January 6, 2021. *See* Docket No. 1538.

7. On the Effective Date, pursuant to the Plan, Alan D. Halperin was appointed as Plan Administrator to “serve as the initial director or manager, as applicable, and sole officer of each Wind-Down Estate.” *See* Plan, § 5.4(c).

8. The Plan Administrator is in the process of implementing the Plan, including resolving Claims disputes and making distributions to creditors.

Jurisdiction

9. The Court has jurisdiction to consider this matter 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. *See* Plan, § 11.1.

Claims Reconciliation

10. On August 24, 2020 the United States Bankruptcy Court for the Eastern District of Missouri (the “**Court**”) entered the *Order (I) Establishing Deadlines for Filing Proofs of Claim and Procedures Relating Thereto and (II) Approving Form and Manner of Notice Thereof* [Docket No. 564] (the “**General Bar Date Order**”). On October 19, 2020, the Court entered the *Order (I) Establishing Deadlines for Filing Requests for Payment of General Administrative Expense Claims and Governmental Administrative Expense Claims and (II) Approving the Form and Manner of Notice Thereof* [Docket No. 1121] (the “**Administrative Expense Claims Bar Date Order**”) and together with the General Bar Date Order, the “**Bar Date Orders**”). The Bar

Date Orders were incorporated into the confirmed Plan and established certain deadlines and procedures for filing proofs of claim (each a “**Proof of Claim**”) in these chapter 11 cases. Specifically, the Bar Date Orders established, among other things, the following deadlines for filing Proofs of Claim:

- **General Bar Date:** October 7, 2020 at 11:59 p.m. (Prevailing Central Time) as the deadline for all creditors other than Governmental Units to file proofs of claim (including claims under section 503(b)(9)) against the Debtors.
- **Governmental Bar Date:** January 19, 2021 at 11:59 p.m. (Prevailing Central Time) as the deadline for all Government Units to file proofs of claim against the Debtors (and/or Wind-Down Estates).
- **Rejection Damages Bar Dates:** In accordance with the Bar Date Order and the *First Omnibus Order (I) Authorizing (A) Rejection of Certain Executory Contracts and Unexpired Leases and (B) Abandonment of Property in Connection Therewith; and (II) Granting Related Relief* [Docket No. 1297] (the “**Rejection Order**”), the deadline by which a claimant asserting damages arising from the rejection of an executory contract or unexpired lease must file a proof of claim for damages arising from such rejection was December 30, 2020 at 11:59 p.m. (Prevailing Central Time).⁶ In accordance with the Plan, any executory contract or unexpired lease rejected pursuant to the Plan must file a proof of claim by February 5, 2021, which is the date that is thirty (30) days after the filing and service of the notice of the occurrence of the Effective Date.⁷
- **General Administrative Expense Bar Date:** November 23, 2020 at 5:00 p.m. (Prevailing Central Time) as the deadline to file proofs of claim for all persons and entities (other than Governmental Units) that assert an entitlement to administrative expense status under section 503 (excluding holders of claims under section 503(b)(9))

⁶ See Rejection Order, ¶ 4. Notwithstanding anything to the contrary, the Oracle Agreement was deemed rejected as of December 18, 2020 (the date of entry of the Confirmation Order) and Oracle has thirty (30) days from such rejection date to assert certain claims associated with the Oracle Agreement. See Confirmation Order, ¶ 22.

⁷ See Plan, § 8.1; see also *Notice of (I) Entry of Order Confirming Second Amended Joint Chapter 11 Plan of Briggs & Stratton Corporation and Its Affiliated Debtors and (II) Occurrence of Effective Date* [Docket No. 1538].

and/or 507 of the Bankruptcy Code with respect to Claims arising between the Petition Date and October 19, 2020.⁸

- **Governmental Administrative Expense Bar Date:** January 19, 2021 at 5:00 p.m. (Prevailing Central Time) as the deadline to file a proof of claim for all Governmental Units that assert an entitlement to administrative expense status under sections 503 and/or 507 of the Bankruptcy Code with respect to Claims arising between the Petition Date and October 19, 2020.

See General Bar Date Order, ¶¶ 1-4; Administrative Expense Claims Bar Date Order, ¶¶ 1-2; *see also* Plan, §§1.2-1.3.

11. The Plan Administrator, on behalf of the Wind-Down Estates, is exclusively entitled to object to all Claims. *See* Confirmation Order, ¶ 18. Pursuant to the Confirmation Order, any such objections to Claims must be filed and served on or before the later of: (i) one-hundred and eighty (180) days after the Effective Date, and (ii) such later date(s) as may be fixed by the Court from time to time upon a motion filed by the Plan Administrator on behalf of the Wind-Down Estates. *See* Confirmation Order, ¶ 18.

12. As of the date hereof, approximately 2,900 proofs of claim (collectively with any additional claims that may be asserted in these cases, the “Proofs of Claim” and the claims therein, the “Claims”) have been filed against the Debtors and/or Wind-Down Estates asserting an aggregate amount of approximately \$2.2 billion. These Proofs of Claim include 46 secured claims (in the approximate aggregate amount of \$80.9 million); 204 503(b)(9) claims (in the approximate aggregate amount of \$12.6 million); 125 claims for administrative expenses (in the approximate aggregate amount of \$9.3 million); 217 other priority claims (in the approximate aggregate amount

⁸ The Plan Administrator anticipates bringing a further application for administrative expense bar date for the period October 20, 2019 through January 6, 2021.

of \$17.2 million; and approximately 2,150 general unsecured claims (in the aggregate amount of \$2.1 billion.

13. As of the date hereof, the Debtors and/or the Plan Administrator have filed fourteen (14) objections to Proofs of Claims, including twelve (12) omnibus objections, which were filed in accordance with Rule 3007 of the Bankruptcy Rules.⁹ All of the Debtors' objections to claims were sustained.¹⁰ Additionally, the Debtors filed a motion [Docket No. 1208] seeking to approve a form of notice of satisfied claims and to disallow or reduce claims that were either fully or partially satisfied pursuant to payments authorized by the First Day Orders in these Chapter 11 Cases or cure payments made in connection with the assumption and assignment of a contract. On November 12, 2020, the Court entered an order [Docket No. 1248] granting such relief. The Debtors did not receive any responses to the notices of satisfied Claims, which were served upon all applicable claimants; accordingly, all of the subject Claims have been either reduced or eliminated from the claims registrar.

14. In addition, the Debtors and/or the Plan Administrator have settled, and are in the process of settling, various Claims. For example, the Debtors settled a number of Claims pursuant to the Global Settlement, including settling the amount of the PBGC Allowed General Unsecured Claim. *See* Plan, ¶ 1.78. The Debtors have also settled Claims asserted by litigation

⁹ *See* Docket Nos. 1265, 1266, 1267, 1268, 1269, 1271, 1272, 1273, 1274, 1275, 1276, 1277, 1279, 1280 (amending objection filed at Docket No. 1278), 1308 (amending objection filed at Docket No. 1270); *see also* Fed. R. Bankr. P. 3007.

¹⁰ *See* Docket Nos. 1468, 1469, 1471, 1472, 1473, 1474, 1475, 1476, 1477, 1478, 1479, 1480, 1482, and 1483. Notwithstanding, pursuant to the *Stipulation and Agreed Order Vacation Certain Orders Disallowing Certain Claims and Adjourning Related Claim Objections* [Docket No. 1529] (the “**Chubb Order**”), certain of the orders sustaining the Debtors' claims objections were vacated with respect to the Subject Chubb Claims (as defined in the Chubb Order); hearings on the allowance of the Subject Chubb Claims were adjourned to February 10, 2021. *See* Chubb Order, ¶ 2.

counterparties, former employees, vendors, and administrative expense claimants, among other parties in interest.¹¹

Relief Requested

15. By this Motion, the Plan Administrator seeks entry of an order (the “**Proposed Order**”)¹² pursuant to sections 105(a) and 363 of the Bankruptcy Code, Bankruptcy Rules 3007, 9014 and 9019, and Rule 3007 of the Local Rules of the United States Bankruptcy Court for the Eastern District of Missouri (the “**Local Rules**”) for approval of certain procedures to (i) object to claims (the “**Claim Objection Procedures**”); (ii) streamline hearings with respect to claims (the “**Claim Hearing Procedures**”); and (iii) granting related relief.

A. Claim Objection Procedures

16. Bankruptcy Rule 3007(c) prohibits the filing of a single objection to multiple claims “[u]nless otherwise ordered by the court or permitted by subdivision (d).” Fed. R. Bankr. P. 3007(c). Bankruptcy Rule 3007(d) allows a debtor to file an omnibus objection for up to 100 claims at a time when the objections are based solely on the grounds that the claims subject to the objection should be disallowed, in whole or in part, because such claims:

- (1) duplicate other claims;
- (2) have been filed in the wrong case;
- (3) have been amended by subsequently filed proofs of claim;
- (4) were not timely filed;

¹¹ See, e.g., *Order (I) Authorizing and Approving Settlement Between Exmark Manufacturing Company, Inc. and Debtor Briggs & Stratton Corporation* [Docket No. 1467]; *Stipulation and Agreed Order Resolving Application of A.B. Boyd Co. for Allowance and Payment of Administrative Expense Pursuant to 11 U.S.C. § 503(b)(9)* [Docket No. 1437]; *Stipulation and Agreed Order Resolving the Limited Objection of James Wier and Don Schoonenberg to the Motion of Debtors for Order (I) Confirming Inapplicability of Section 1114 of the Bankruptcy Code; (II) In the Alternative, Approving Debtors’ Prepetition Termination of Retiree Benefits Pursuant to Section 1114(L) of the Bankruptcy Code and (III) Granting Related Relief* [Docket No. 566].

¹² Copies of the Proposed Order will be made available on the Debtors’ case information website at <http://www.kcellc.net/Briggs>.

- (5) have been satisfied or released during the case in accordance with the Bankruptcy Code, applicable rules, or a court order;
- (6) were presented in a form that does not comply with applicable rules, and the objection states that the objector is unable to determine the validity of the claim because of the noncompliance;
- (7) are interests, rather than claims; or
- (8) assert priority in an amount that exceeds the maximum amount under section 507 of the Bankruptcy Code.

Id. at §§3007(d), (e).

17. The Plan Administrator anticipates objecting to Claims on additional grounds not set forth in Bankruptcy Rule 3007(d), including, among other things, that (i) a Claim is not consistent with the Debtors' (and/or Wind-Down Estates') books and records, (ii) a Claim is not entitled to the asserted status or priority and should be reclassified, and (iii) the Debtors (and/or Wind-Down Estates) are not liable to the claimant for the amount or Claim asserted. Preparing and filing individual pleadings for each objection not specifically set forth in Bankruptcy Rule 3007(d) would be substantially time consuming and costly. As such, the Plan Administrator believes that objecting to multiple Claims — including by seeking any combination of reduction, reclassification or disallowance of Claims, in whole or in part — in an omnibus motion on additional grounds not set forth in Bankruptcy Rule 3007(d) will ease the administrative burden on the Court and the administrative and financial burden on the Plan Administrator and the Wind-Down Estates. For example, numerous former employees of the Debtors have filed proofs of claim related to the Pension Plans for which Briggs is no longer liable.¹³ Filing individual objections to each of these individual proofs of claim would be costly, time-consuming, and duplicative. As the

¹³ The Purchaser assumed the Cash Balance Plan under the Terms of the Stalking Horse Agreement, as approved by the Sale Order. *See* Disclosure Statement, II.D.a(ii)(1). Furthermore, Briggs and the PBGC entered into an agreement terminating the Qualified Pension Plan effective as of September 30, 2020, and the PBGC was appointed as statutory trustee of the trust. *Id.*

Plan Administrator intends to object to these proofs of claim on the same legal basis and upon consideration of the same relevant facts, it would be more efficient to allow the Plan Administrator to file an omnibus objection to all of these similar claims.

18. Accordingly, the Plan Administrator requests that, in addition to the grounds enumerated in Bankruptcy Rule 3007(d), the Plan Administrator also be permitted to file omnibus claims objections to Claims seeking reduction, reclassification, or disallowance of Claims filed on one or more of the following additional grounds (collectively, the “**Additional Permitted Grounds**”):

- (a) the amount claimed contradicts the Debtors’ books and records;
- (b) the Claim fails to specify the amount or asserts the amount as “unliquidated”;
- (c) the Claim seeks recovery of amounts for which the Debtors are not liable;
- (d) the Claim is filed against multiple Debtors without stating the legal basis;
- (e) the Claim is not entitled to the asserted status or priority or is incorrectly or improperly classified;
- (f) the Claim fails to specify a sufficient legal basis;
- (g) the Claim does not include sufficient documentation to ascertain the validity of such Claim;
- (h) the Claim was already satisfied or will be satisfied in the normal course of business;
- (i) the Claim is obligated to be satisfied by one or more of the Debtors’ insurers;
- (j) the Claim has been waived, withdrawn, or disallowed pursuant to an agreement with the Debtors or an order of this Court;
- (k) the Claim is objectionable under section 502(e)(1) of the Bankruptcy Code; and

- (l) the Claim is subject to disallowance pursuant to any of the subsections of section 502(b).

19. In addition, in the interest of further cost-savings, the Plan Administrator also seeks a waiver of Bankruptcy Rule 3007(e)(6), which limits omnibus objections to no more than 100 claims. *See* Bankr. R. Fed. P. 3007(e)(6). Specifically, for omnibus objections to Claims based on the grounds listed in Bankruptcy Rule 3007(d), the Plan Administrator requests that such objections be permitted to include up to three hundred fifty hundred (350) Claims. For omnibus objections to Claims based on the Additional Permitted Grounds, the Plan Administrator requests that such objections be permitted to include up to two hundred (200) Claims. The Plan Administrator submits that the interests of individual claimants will not be harmed by the allotment of additional claims per omnibus objection because the affected claimants will receive an individualized Claim Objection Notice (as defined below) that will identify such claimants' specific Claim(s) that is/are subject to the omnibus claims objection.

20. Aside from the 100 claim limitation imposed by Bankruptcy Rule 3007(e)(6), the Plan Administrator will have to comply with Bankruptcy Rule 3007(e) in all other respects. Specifically, each omnibus claim objection (collectively, the “**Omnibus Claim Objections**”) will:

- (i) state in a conspicuous place that claimants receiving the objection should locate their names and Claims in the objection;
- (ii) list claimants alphabetically, provide a cross-reference to Claim numbers, and, if appropriate, list claimants by category of Claims;
- (iii) include the asserted amount of each Claim, the classification of the Claim (*i.e.*, unsecured, priority, administrative expense, or secured), and the name of the Debtor(s) against which the Claim is asserted;
- (iv) state the grounds of the objection to each Claim;
- (v) state in the title the identity of the objector and the grounds for the objections;

- (vi) include the amount, if any, proposed as the allowed amount of each Claim and the classification (*i.e.*, unsecured, priority, administrative expense, or secured) the Plan Administrator believes should be afforded to the Claim; and
- (vii) be numbered consecutively with other omnibus claims objections filed by the same objector.

See Fed. R. Bankr. P. 3007.

21. The Omnibus Claims Objections will also comply with all requirements of Local Rule 3007 (aside from the requirement of strict adherence to Bankruptcy Rule 3007). Specifically, and as detailed below, the Plan Administrator will comply with the notice, service, and scheduling requirements set forth in Local Rule 3007-A. In accordance with Local Rule 3007-C, the Omnibus Claims Objections will be numbered sequentially and will be filed in substantial conformity with Local Form 12. Furthermore, the Plan Administrator will maintain and update a “Master Objections to Claims Calendar” which will set forth, for each claim objection, (i) the hearing date and time, (ii) the debtor classification and claim objection number, (iii) whether any response has been received from the claimant, and (iv) any final determination by the Court with respect to the claim objection. *See* L.R. 3007-C. The Master Objections to Claims Calendar will be made available on the website maintained by the Debtors’ approved claims and noticing agent, Kurtzman Carson Consultants LLC (“KCC”), at <http://www.kccllc.net/Briggs>.

22. Bankruptcy Rule 3007 requires that a copy of a claim objection, with notice of the hearing, be served on each affected claimant. In an effort to reduce service costs and enable claimants to more readily identify an objection to their claims, the Plan Administrator also seeks authority to provide individualized notices of Omnibus Claim Objections, in lieu of attaching complete exhibits, to each Omnibus Claims Objection that is served. The proposed notice (the “**Claim Objection Notice**”) would be in a form substantially similar to the notice attached hereto

as **Exhibit A**.¹⁴ The proposed Claim Objection Notice will include a description of the basis of the Omnibus Claims Objection, the response deadline and hearing date, information on the Claims Hearing Procedures (as defined herein), and identification of the Claim(s) that is/are the subject of the Omnibus Claims Objection.

23. To further conserve resources, the Plan Administrator seeks authorization to limit notice of claim objections to: (i) service of a complete copy of each claim objection (whether an Omnibus Claims Objection or an individual claim objection) on the U.S. Trustee; (ii) with respect to Omnibus Claims Objections, service of the Omnibus Claims Objection (without exhibits) and a Claim Objection Notice to each claimant whose Claim is the subject of the applicable Omnibus Claim Objection and its counsel, if known; and (iii) with respect to individual claim objections, service of a complete copy of each individual objection on the claimant whose Claim is the subject of the applicable individual claim objection and its counsel, if known, or, where counsel has appeared for a claimant, a complete copy of each individual objection to a Claim on the claimant's counsel by email. In addition, as mentioned above, a complete copy of each omnibus and individual claim objection will be filed with this Court and publicly available on the website maintained by the Debtors' claims and noticing agent, KCC, at <http://www.kccllc.net/Briggs>.

24. Bankruptcy Rule 3007 requires parties to receive notice of a claim objection and the hearing thereon at least thirty (30) days prior to the hearing date. *See* 11 U.S.C. § 3007. Local Rule 3007 provides that responses to objections must be filed no later than seven (7) days

¹⁴ The proposed Claim Objection Notice attached hereto is for illustrative purposes only and will be modified to account for the nature of each Omnibus Claims Objection.

before the hearing on the objection. *See* L.R. § 3007-A. The proposed Claim Hearing Procedures (as defined below) satisfy both of these requirements.¹⁵

B. Claim Hearing Procedures

25. If the Plan Administrator attempted to reconcile and resolve the approximately 2,900 Claims that have been asserted in these chapter 11 cases using traditional claims reconciliation procedures (particularly, full-scale evidentiary hearings), such efforts would substantially and unnecessarily deplete the resources of the Wind-Down Estates. As such, the Plan Administrator seeks to implement certain claims hearing procedures (the “**Claim Hearing Procedures**”), which mirror procedures that have been approved in other chapter 11 cases, in order to ease the burdens and costs of the claims reconciliation process. The Plan Administrator submits that the Claim Hearing Procedures would facilitate consensual resolutions where possible and expedite the resolution of disputes where necessary, all while respecting the due process rights of the claimants, the Plan Administrator, and all other parties in interest.

26. The Plan Administrator proposes the following Claim Hearing Procedures:

- (i) In accordance with the Claim Objection Procedures, the Plan Administrator will schedule (with the Court) all claim objections, omnibus or otherwise, to be heard at periodic omnibus hearings (the “**Omnibus Hearings**”) that provide at least thirty (30) days’ notice of the hearing to applicable Claimants.
- (ii) Each claimant will have an opportunity to file and serve a Response (as defined below) to an objection to such claimant’s claim. A written response (a “**Response**”) to a claim objection must be filed and served on or before the date that is seven (7) days before the date of the relevant Omnibus Hearing (the “**Response Deadline**”).¹⁶ If a claimant fails to file and serve a Response on or before the Response Deadline in compliance with the procedures set forth

¹⁵ The Plan Administrator reserves the right to request that the Court impose a shorter response deadline.

¹⁶ With respect to any transferred Claim(s), notice of a Claim Objection shall be sufficient if provided to the transferor(s) of such Claim(s), unless such transfer has been properly noticed by filing on the Debtors’ docket and has become final pursuant to Bankruptcy Rule 3001(e) at least five (5) business days prior to the service of the Claim Objection.

herein, the Plan Administrator will present to the Court an appropriate order granting the relief requested in the claims objection for entry without further notice to the Claimant or a hearing.

- (iii) Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claim Hearing Procedures.
- (iv) The hearing to consider an objection to Claim(s) as to which a Response is properly filed and served (each, a “**Contested Claim**”) will be set for a contested hearing (each, a “**Claim Hearing**”) to be scheduled (with the Court) by the Plan Administrator for the date that is the date of the Omnibus Hearing for which the claim was initially scheduled to be heard. In any case, the Claim Hearing will be set for a date that is at least seven days after the Response Deadline, in accordance with L.R. 3007-A.
- (v) The Plan Administrator may file and serve a reply (a “**Reply**”) to a Response no later than **12:00 p.m. (prevailing Central Time) on the day that is two (2) business days prior to the date of the Claim Hearing.**
- (vi) There shall be no sur-reply unless the Court orders otherwise upon the filing of a motion demonstrating good cause.
- (vii) The Plan Administrator, in his sole discretion, is authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the applicable claimant.

27. The Plan Administrator submits that the Claim Hearing Procedures are appropriate, comply with all applicable laws (as set forth in more detail, below), are in the best interest of the Wind-Down Estates and their creditors, and should be approved.

C. Claim Settlement Notice

28. Section 7.2 of the Plan provides, in relevant part, as follows:

Except as otherwise specifically provided in the Plan...on and after the Effective Date, the Plan Administrator, on behalf of the Wind-Down Estates, shall have the authority to compromise, settle, otherwise resolve, or withdraw any objections to any Claims, without approval of the Bankruptcy Court, other than with respect to Fee Claims; *provided, however,* that solely with respect to Insured Claims, the Plan

Administrator's authority to compromise, settle, otherwise resolve, or withdraw any objections to Insured Claims shall be subject to Sections 7.5, 7.9, and 10.13 of the Plan and approval of the Bankruptcy Court.

29. The Plan Administrator anticipates that a number of objections to claims can be settled for relatively small amounts (whether total or incremental) when compared to the overall assets of the Wind-Down Estates. Though the Plan Administrator does not believe any procedures for settlement of claims are necessary given the relevant provisions of the Plan, the Plan Administrator proposes the following terms in order to provide transparency to all parties in interest:

- (i) The Plan Administrator will provide written notice to KCC with respect to any Proofs of Claim filed in these chapter 11 cases that are settled. If applicable, KCC will be directed to amend the claims register to reflect the applicable settlement without further order of the Court.
- (ii) The Plan Administrator's publicly filed post-Effective Date quarterly report shall provide a summary chart of all claims settlements whereby the claim in the amount settled is more than \$250,000 above than the amount reflected in the Debtors' books and records, including unliquidated claims.

30. Though the Plan Administrator does not believe procedures for settlement of claims are necessary or required in every instance, the Plan Administrator wishes to expressly reserve the right to bring settlements to the Bankruptcy Court for approval when prudent under the circumstances.

Relief Requested Should Be Granted

A. The Claim Objection Procedures Are Appropriate and Should Be Approved

31. Bankruptcy Rule 3007(c) provides that this Court may modify the requirements for filing omnibus objections to claims. *See* Fed. R. Bankr. P. 3007(c) ("Unless otherwise ordered by the court or permitted by subdivision (d), objections to more than one claim shall not be joined in a single objection."). In addition, section 105(a) of the Bankruptcy Code provides, in pertinent part, that a bankruptcy court may "issue any order, process, or judgment that

is necessary or appropriate to carry out the provisions [of the Bankruptcy Code].” 11 U.S.C. § 105(a). Under section 105(a) of the Bankruptcy Code, the Court has expansive equitable power to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor’s assets. *See Easton v. Easton (In re Easton)*, 882 F.2d 312, 315 (8th Cir. 1989) (“Section 105(a) of the Bankruptcy Code provides bankruptcy courts with broad general powers to grant such relief as is necessary to effectuate the provisions of the Bankruptcy Code.”); *see also In re NWFEX, Inc.*, 864 F.2d 588, 590 (8th Cir. 1988) (“The overriding consideration in bankruptcy, however, is that equitable principles govern”).

32. Here, authorizing the Plan Administrator to file Omnibus Claims Objections (i) on the Additional Permitted Grounds and (ii) that include more than one hundred (100) claims is an appropriate use of the Court’s power under section 105 of the Bankruptcy Code and is consistent with the purpose of Bankruptcy Rule 3007, which is intended to protect the due process rights of creditors while allowing for efficient claims administration in large chapter 11 cases.

33. Granting the Plan Administrator authority to file Omnibus Claims Objections on the Additional Permitted Grounds will allow the Plan Administrator to complete the claims administration process in a timely, cost-effective, and efficient manner and obviates the need for the Plan Administrator to prepare and file (and the Court to review) hundreds, if not thousands, of individual objections. Such an approach would undoubtedly be a time consuming and potentially duplicative endeavor for the Plan Administrator and an unnecessarily burdensome task for the Court. Moreover, authorizing the Plan Administrator to file Omnibus Claims Objections on the Additional Permitted Grounds will not prejudice the rights of creditors. Bankruptcy Rule 3007(e) already allows the filing of Omnibus Claims Objections, albeit on other grounds, and the Plan Administrator will comply with Bankruptcy Rule 3007 in all other respects

to preserve the due process rights of each creditor. Furthermore, if the relief requested herein is not granted, and the Plan Administrator must strictly comply with Bankruptcy Rule 3007, the claims reconciliation process, and, ultimately, any distributions to creditors, may be substantially delayed. Allowing the Plan Administrator to file Omnibus Claims Objections as requested herein will enhance the rights of creditors by preserving the value of the Debtors' estates and expediting distributions.

34. Granting the Plan Administrator authority to file Omnibus Claims Objections that include more than one hundred claims, specifically, (i) no more than three hundred fifty (350) Claims at a time on the ground listed in Bankruptcy Rule 3007(d) and (ii) no more than two hundred (200) Claims at a time on the Additional Permitted Grounds will similarly expedite the claims administration process and help conserve the value of the Wind-Down Estates. As stated previously in this Motion, the Plan Administrator believes that the individualized Claim Objection Notices, which will be served on all affected claimants, will sufficiently protect the individual rights of claimants.

35. Courts in this and other jurisdiction have granted similar relief in other large chapter 11 cases. *See, e.g., In re Peabody Energy Corporation, et al.*, Case No. 16-42529-399 (Bankr. E.D. Mo. Sept. 15, 2016) [Docket No. 1288] (authorizing the debtors to file omnibus objections on additional substantive grounds, whereby omnibus objections on the grounds listed in Bankruptcy Rule 3007(d) could include up to 500 claims and omnibus objections on the additional substantive grounds could include up to 200 claims); *In re Patriot Coal Corporation, et al.*, Case No. 15-32450 [Docket No. 2926] (authorizing debtors to file omnibus objections on additional substantive grounds and that include up to 500 claims per omnibus objection); *In re Arch Coal, Inc., et al.*, Case No. 16-40120-705 (Bankr. E.D. Mo. 2016) [Docket No. 673]

(authorizing debtors to file omnibus objections on additional substantive grounds and that include “more than 100 claims” per omnibus objection); *In re Sears Holdings Corporation, et al.*, Case No. 18-23538 (Bankr. S.D.N.Y. Apr. 2, 2019) [Docket No. 3014] (authorizing debtors to file omnibus objections on additional substantive grounds and that include up to 500 claims per omnibus objection); *In re Chinos Holdings, Inc., et al.*, Case No. 20-32181 (Bankr. E.D. Va. Oct. 23, 2020) [Docket No. 1044] (same); *In re Toys “R” Us Property Company I, LLC, et al.*, Case No. 18-31429 (Bankr. E.D. Va. July 25, 2018) [Docket No. 1267] (same).

36. Accordingly, the Plan Administrator respectfully requests that the Court approve the proposed Claim Objection Procedures.

B. Claim Hearing Procedures Are Appropriate and Should Be Approved by the Court

37. There is ample support for the Claim Hearing Procedures in the Bankruptcy Code and the Bankruptcy Rules. As described above, pursuant to section 105(a) of the Bankruptcy Code, the Court has expansive equitable power to fashion any order or decree that is in the interest of preserving or protecting the value of a debtor’s assets. *See* 11 U.S.C. § 105(a). Moreover, the Court has the inherent power to manage its own affairs so as to achieve the orderly and expeditious disposition of cases. *See Landis v. North American Co.*, 299 U.S. 248, 254 (1936) (noting the “power inherent in every court to control the disposition of the causes on its docket with economy of time and effort for itself, for counsel, and for litigants”).

38. As a procedural matter, the Plan Administrator’s objection, omnibus or otherwise, to a Claim initiates a contested matter, which is governed by Bankruptcy Rule 9014. *See* 1983 Advisory Committee Note to FED. R. BANKR. P. 3007, reprinted in 9 COLLIER ON BANKRUPTCY App. 3007 (15th ed. rev. 2009) (a “contested matter initiated by an objection to a claim is governed by rule 9014”). Bankruptcy Rule 9014 specifically authorizes bankruptcy courts to implement the formal rules used in adversary proceedings for claims objections – including

Bankruptcy Rule 7012(b), which incorporates Fed. R. Civ. P. 12(b)(6) (dismissal for failure to state a claim) and Fed. R. Civ. P. 12(c) (judgment on the pleadings). *See* Fed. R. Bankr. P. 9014(c); 7012(b). Although a “proof of claim is deemed prima facie valid” under Bankruptcy Rule 3001(f), the claimant still must provide sufficient support for their claim to make out a prima facie case; where the claimant fails to do so, the claim is appropriately disallowed pursuant to Bankruptcy Rule 7012(b).

39. The Claim Hearing Procedures will enable the Plan Administrator to conduct the claims administration process in a timely, cost-effective and efficient manner. Critically, the number of Claims and asserted amount of the Claims in these Chapter 11 Cases are substantial relative to the assets of the Wind-Down Estates. As such, the requested relief is warranted and appropriate because, among other things, such relief will preserve due process protections for holders of Claims while minimizing the expense, delay, and uncertainty of the claims process, which, in turn, will help conserve the resources of the Court and the Wind-Down Estates. In particular, because the Plan Administrator expects most of the Claim Hearings to contemplate judgments on the pleadings, the lack of evidentiary hearings will expedite the disposition of Proofs of Claim that fail to state an actual claim against the Wind-Down Estates.

40. Additionally, Bankruptcy Rule 9014(c) provides that the Court “shall give the parties notice of any order issued under this paragraph to afford them a reasonable opportunity to comply with the procedures prescribed by the order.” Fed R. Bankr. P. 9014(c). In accordance with Bankruptcy Rule 9014(c), the Claim Hearing Procedures will be provided to claimants as part of the Claim Objection Notice. The Claim Objection Notice will also contain the following language, in bold font (as shown on **Exhibit A**):

The Court-ordered Claim Hearing Procedures apply and govern the objection to your Proof(s) of Claim. THE CLAIM

HEARING PROCEDURES PROVIDE FOR CERTAIN MANDATORY ACTIONS BY YOU, THE CLAIMANT, WITHIN CERTAIN TIME PERIODS. Therefore, please review the Claim Hearing Procedures carefully. Failure to comply with the Claim Hearing Procedures may result in the disallowance and expungement of your Proof(s) of Claim without further notice.

41. The Plan Administrator submits that the service of the Claim Objection Notice to affected claimants constitutes due and proper of the Claim Hearing Procedures, in satisfaction of the requirements of Bankruptcy Rule 9014(c).

42. For the aforementioned reasons, the Plan Administrator respectfully requests approval of the Claim Hearing Procedures.

C. The Claim Settlement Notice is Appropriate and Should be Authorized by the Court

43. Section 363(b) of the Bankruptcy Code allows estate assets to be used outside of the ordinary course of business after notice and a hearing. *See* 11 U.S.C. § 363(b). A settlement of claims and causes of action owned by a debtor constitutes a disposition of the property of the estate subject to section 363 of the Bankruptcy Code. Under section 363(b)(1) of the Bankruptcy Code, courts may authorize a use of estate assets if the proposed use of estate assets constitutes a reasonable exercise of the debtor's business judgment. The business judgment rule is highly deferential to debtors and may be satisfied "as long as the proposed action appears to enhance the debtor's estate." *Crystalin, LLC v. Selma Props. Inc. (In re Crystalin, LLC)*, 293 B.R. 455, 463–64 (B.A.P. 8th Cir. 2003) (*quoting Four B. Corp. v. Food Barn Stores, Inc. (In re Food Barn Stores, Inc.)*, 107 F.3d 558, 566 n.16 (8th Cir. 1997)); *see also In re Farmland Indus. Inc.*, 294 B.R. 903, 913 (Bankr. W.D. Mo. 2003) ("Under the business judgment standard, the question is whether the [proposed action] is in the Debtors' best economic interests, based on the best business judgment in those circumstances.")

44. Given that the Plan contemplated that the Plan Administrator would have broad discretion to compromise, settle or otherwise resolve claims in any amount without further approval of the Bankruptcy Court, the notice that the Plan Administrator proposes to provide to all parties in interest of larger settlements via the post-Effective Date quarterly reporting meets or exceeds the requirements for settlement of claims. Further, Bankruptcy Rule 9019(b) empowers a court to approve settlement procedures for certain classes of controversies by a debtor in possession without requiring separate notice and a hearing with respect to each separate controversy. Bankruptcy Rule 9019 permits the approval of settlements as long as they are “fair and equitable and in the best interests of the estate.” *In re Wigley*, 557 B.R. 678, 685 (B.A.P. 8th Cir. 2016) (quoting *Tri-State Fin., LLC v. Lovald*, 525 F.3d 649, 654 (8th Cir. 2008)). “A settlement need not be perfect. Instead, the bankruptcy court must ‘determine that the settlement does not fall below the lowest point in the range of reasonableness.’” *In re Wigley*, 557 B.R. at 685 (citing *Tri-State Fin.*, 525 F.3d at 654); *see also In re Martin*, 212 B.R. 316, 319 (B.A.P. 8th Cir. 1997); *In re Apex Oil Co.*, 92 B.R. 847, 867 (Bankr. E.D. Mo. 1988); *In re Petters Co., Inc.*, 455 B.R. 166, 175 (B.A.P. 8th Cir. 2011); *In re Flight Transp. Corp. Sec. Litig.*, 730 F.2d 1128, 1135 (8th Cir. 1984).

45. The Plan Administrator will continue to exercise his reasonable business judgment in negotiating compromises and settlements and will continue to be guided by the *Drexel* factors, applicable in this jurisdiction, to determine the reasonableness of such settlements, including:

- (i) the probability of success in the litigation;
- (ii) the difficulties, if any, to be encountered in the matter of collection;
- (iii) the complexity of the litigation involved, and the expense, inconvenience and delay necessarily attending it; and

- (iv) the paramount interest of the creditors and a proper deference to their reasonable views in the premises.

Drexel v. Loomis, 35 F.2d 800, 806 (8th Cir. 1929). Providing notice of larger settlements of claims as proscribed herein is in the best interests of the Wind-Down Estates and all parties in interest, and therefore, should be approved.

46. For the avoidance of doubt, the Plan Administrator is not proposing to pay any Settlement amounts at this time and any Claims settled in accordance with these procedures will be satisfied in accordance with any other applicable provisions of the Plan. The Plan Administrator posits that these procedures adequately balance the due process rights of parties in interest with the Plan Administrator's need to efficiently settle claims and causes of action and should, accordingly, be approved.

Notice

47. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the Eastern District of Missouri (Attn: Sirena Wilson, Esq.); (ii) any other party that has requested notice pursuant to Bankruptcy Rule 2002; and (iii) any other party entitled to notice pursuant to Local Rule 9013-3(E) (collectively, the "**Notice Parties**"). Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-3(E)(1).

No Previous Request

48. No previous request for the relief sought herein has been made by the Debtors and/or the Wind-Down Estates to this or any other court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Plan Administrator, on behalf of the Wind-Down Estates, respectfully requests entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: January 19, 2021
St. Louis, Missouri

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Robert E. Eggmann

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(i) -and-

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Attorneys for the Plan Administrator

Exhibit A

Claim Objection Notice

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re: § Chapter 11
§
BRIGGS & STRATTON § Case No. 20-43597-399
CORPORATION, *et al.*, §
§ (Jointly Administered)
§
Debtors. § Hearing Date: [_____] §
§ Hearing Time: [_____] (Central Time) §
§ Hearing Location: Courtroom 5 North §
§ 111 S. 10th St., St. Louis, MO 63102

**NOTICE OF PLAN ADMINISTRATORS' [insert ordinal number] OMNIBUS
OBJECTION TO CLAIMS ON GROUNDS OF [insert basis for objection]**

THIS IS AN OBJECTION TO YOUR CLAIM. THE OBJECTING PARTY IS ASKING THE COURT TO DISALLOW A CLAIM OR CLAIMS THAT YOU FILED IN THIS BANKRUPTCY CASE. CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND CLAIMS ON THE EXHIBIT ATTACHED TO NOTICE.

IF YOU CHOOSE TO RESPOND, A WRITTEN RESPONSE MUST BE FILED WITH THE CLERK OF COURT, U.S. BANKRUPTCY COURT, 111 SOUTH TENTH STREET, 4TH FLOOR, ST. LOUIS, MISSOURI 63102, AND A COPY SERVED UPON THE PLAN ADMINISTRATOR, HALPERIN BATTAGLIA BENZIJA, LLP, 40 WALL STREET, 37TH FLOOR, NEW YORK, NY 10005 (ATTN: ALAN D. HALPERIN, ESQ. AND JULIE GOLDBERG, ESQ.) SO THAT THE RESPONSE IS RECEIVED NO LATER THAN [] (PREVAILING CENTRAL TIME) ON [], 2020.

FAILURE TO FILE A TIMELY RESPONSE MAY RESULT IN THE COURT GRANTING THE RELIEF REQUESTED PRIOR TO THE HEARING DATE. YOU SHOULD READ THIS NOTICE AND THE ACCOMPANYING MOTION CAREFULLY AND DISCUSS THEM WITH YOUR ATTORNEY, IF YOU HAVE ONE.

Important Information Regarding the Objection

1. **Grounds for the Objection.** By this Objection, the Plan Administrator is seeking to [disallow/reclassify/reduce] your claim(s) on the grounds that your claim(s) [basis for objection]. The claim(s) subject to the Objection is/are listed in the table attached to the Objection as **Exhibit 1.**

2. **Objection Procedures & Hearing Procedures.** On [_____] , 2020, the United States Bankruptcy Court for the Eastern District of Missouri (the “**Court**”) entered an order [Docket No. ____] (the “**Order**”) approving procedures for filing and resolving the Plan Administrator’s objections to Claims asserted against the Debtors in the Chapter 11 Cases (the “**Claim Objection Procedures**”), as well as certain procedures to govern hearings with respect to

resolving such Claims (the “**Claim Hearing Procedures**”). The Claim Hearing Procedures are attached hereto as **Exhibit 2**.

The Court-ordered Claim Hearing Procedures apply and govern the objection to your Proof(s) of Claim. THE CLAIM HEARING PROCEDURES PROVIDE FOR CERTAIN MANDATORY ACTIONS BY YOU, THE CLAIMANT, WITHIN CERTAIN TIME PERIODS. Therefore, please review the Claim Hearing Procedures carefully. Failure to comply with the Claim Hearing Procedures may result in the disallowance and expungement of your Proof(s) of Claim without further notice.

Resolving the Objection

3. Parties Required to File a Response. If you disagree with the Objection filed with respect to any of your claims, you may file a response (each, a “**Response**”) with the Court in accordance with the procedures described below and appear at the Hearing (as defined herein).

4. Response Contents. Each Response should contain the following (at a minimum):

- a. a caption stating the name of the Court, the name of the Debtors, the case number, and the Objection and claim or claims within the Objection to which the Response is directed;
- b. a concise statement setting forth the reasons why the Court should not grant the objection with respect to such claim(s), including the factual and legal bases upon which you rely in opposing the Objection;
- c. copies of documentation or other evidence of your claim (not previously filed with proof of such claim) on which your Response is based (excluding confidential, proprietary, or other protected information, copies of which must be provided to the Plan Administrator, subject to appropriate confidentiality constraints, if any); and
- d. the following contact information:
 - (i) your name, address, telephone number, and email address or the name, address, telephone number, and email address of your attorney or designated representative to whom the Plan Administrator should serve a reply to the Response, if any; or
 - (ii) the name, address, telephone number, and email address of the party with authority to reconcile, settle, or otherwise resolve the objection on your behalf (to the extent different from the information detailed in paragraph 3(d)(i) above).

5. **Response Deadline.** Your Response must be filed with the Court and served upon the Plan Administrator so as to be ***actually received*** by **4:00 p.m. (prevailing Central Time)** on [insert date that is seven (7) days before the applicable hearing] (the “**Response Deadline**”).

6. **Failure to Respond.** A Response that is not filed and served in accordance with the procedures set forth herein may not be considered by the Court at the Hearing. **Absent an agreement with the Plan Administrator resolving the Objection to a claim, failure to timely file and serve a Response as set forth herein and appear at the Hearing may result in the Court granting the Objection without further notice or hearing.** Upon entry of an order, you will be served with a notice of entry, and a copy, of the order.

Hearing on the Objection

7. **Date, Time, and Location.** If necessary, a telephonic hearing (the “**Hearing**”) on the Objection will be held on [] at [] (**Central Time**) in the **United States Bankruptcy Court for the Eastern District of Missouri, 5th Floor, North Courtroom, Thomas F. Eagleton United States Courthouse, 111 South Tenth Street, St. Louis, Missouri.** Such Hearing may be adjourned from time to time in these chapter 11 cases in the Plan Administrator’s sole discretion. **You must attend the telephonic Hearing if you disagree with the Objection and have filed a Response.** If you file a Response in accordance with the response procedures herein, but such Response is not resolved prior to the Hearing, and you appear at the Hearing, the Objection may be heard at the Hearing or adjourned to a subsequent hearing in the Plan Administrator’s sole discretion. If a subsequent hearing is determined to be necessary, the Plan Administrator will file with the Court and serve you with a notice of the hearing (the date of which will be determined in consultation with the affected claimant(s)).

Additional Information

8. **Questions or Information.** Copies of the pleadings (collectively, the “**Pleadings**”) filed in these chapter 11 cases are available at no cost at the Debtors’ case website <http://www.kccllc.net/Briggs>. You may also obtain copies of any of the Pleadings filed in these chapter 11 cases for a fee at the Court’s website at <https://pcl.uscourts.gov/pcl/>. A login identification and password to the Court’s Public Access to Court Electronic Records (“**PACER**”) are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>.

Reservation of Rights

NOTHING IN ANY OMNIBUS OBJECTION OR OBJECTION NOTICE IS INTENDED OR SHALL BE DEEMED TO CONSTITUTE (I) AN ADMISSION AS TO THE VALIDITY OF ANY PREPETITION CLAIM AGAINST A DEBTOR, THE PLAN ADMINISTRATOR, OR THE WIND-DOWN ESTATES; (II) A WAIVER OF ANY PARTY’S RIGHT TO DISPUTE ANY PREPETITION CLAIM ON ANY GROUNDS; (III) A PROMISE OR REQUIREMENT TO PAY ANY PREPETITION CLAIM; (IV) AN IMPLICATION OR ADMISSION THAT ANY PARTICULAR CLAIM IS OF A TYPE SPECIFIED OR DEFINED IN THE MOTION OR ANY ORDER GRANTING THE

RELIEF REQUESTED BY THE MOTION; (V) A REQUEST OR AUTHORIZATION TO ASSUME ANY PREPETITION AGREEMENT, CONTRACT, OR LEASE PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE; OR (VI) A WAIVER OF THE DEBTORS', THE PLAN ADMINISTRATORS', OR THE WIND-DOWN ESTATES' RIGHTS UNDER THE BANKRUPTCY CODE OR ANY OTHER APPLICABLE LAW. FOR THE AVOIDANCE OF DOUBT, WHILE THIS OBJECTION IS TO [insert basis for objection], THE PLAN ADMINISTRATOR RESERVES THE RIGHT OT OBJECT TO SUCH CLAIMS ON SUBSTANTIVE OR OTHER GROUNDS.

Dated: []
St. Louis, Missouri

/s/ **Draft**
Alan D. Halperin
Julie Goldberg
Halperin Battaglia Benzija, LLP
40 Wall Street, 37th Floor
New York, NY 10005
Telephone: (212) 765-9100
Email: ahalperin@halperinlaw.net
jgoldberg@halperinlaw.net

Plan Administrator

Exhibit 1

Schedule of Claims

Exhibit 2

Claim Hearing Procedures

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> ,	§	
	§	(Jointly Administered)
Debtors.	§	
	§	

COURT-ORDERED CLAIM HEARING PROCEDURES

The claim hearing procedures (the “**Claim Hearing Procedures**”) described herein have been ordered by the United States Bankruptcy Court for the Eastern District of Missouri (the “**Court**”) to apply to the chapter 11 cases of Briggs & Stratton Corporation and its debtor affiliates (collectively, the “**Wind-Down Estates**”). See Docket No. []

Claim Hearing Procedures

- (ii) In accordance with the Claim Objection Procedures, the Plan Administrator will schedule (with the Court) all claim objections, omnibus or otherwise, to be heard at periodic omnibus hearings (the “**Omnibus Hearings**”) that provide at least thirty (30) days’ notice of the hearing to applicable Claimants.
- (iii) Each claimant will have an opportunity to file and serve a Response (as defined below) to an objection to such claimant’s claim. A written response (a “**Response**”) to a claim objection must be filed and served on or before the date that is seven (7) days before the date of the relevant Omnibus Hearing (the “**Response Deadline**”).¹⁷ If a claimant fails to file and serve a Response on or before the Response Deadline in compliance with the procedures set forth herein, the Plan Administrator will present to the Court an appropriate order granting the relief requested in the claims objection for entry without further notice to the Claimant or a hearing.
- (iv) Any information submitted in connection with a Proof of Claim shall be part of the record with respect to the relevant Claim, and any such information already submitted need not be resubmitted in connection with the Claim Hearing Procedures.
- (v) The hearing to consider an objection to Claim(s) as to which a Response is properly filed and served (each, a “**Contested Claim**”) will be set for a contested hearing (each, a “**Claim Hearing**”) to be scheduled (with the Court) by the Plan Administrator for the

¹⁷ With respect to any transferred Claim(s), notice of a Claim Objection shall be sufficient if provided to the transferor(s) of such Claim(s), unless such transfer has been properly noticed by filing on the Debtors’ docket and has become final pursuant to Bankruptcy Rule 3001(e) at least five (5) business days prior to the service of the Claim Objection.

date that is the date of the Omnibus Hearing for which the claim was initially scheduled to be heard. In any case, the Claim Hearing will be set for a date that is at least seven days after the Response Deadline, in accordance with L.R. 3007-A.

- (vi) The Plan Administrator may file and serve a reply (a “**Reply**”) to a Response no later than **12:00 p.m. (prevailing Central Time) on the day that is two (2) business days prior to the date of the Claim Hearing.**
- (vii) There shall be no sur-reply unless the Court orders otherwise upon the filing of a motion demonstrating good cause.
- (viii) The Plan Administrator, in his sole discretion, is authorized to further adjourn a hearing scheduled in accordance herewith at any time by providing notice to the Court and the applicable claimant.

BY ORDER OF THE COURT