

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.	§	Hearing Date: June 10, 2021
	§	Hearing Time: 2:00 p.m. (Central Time)
	§	Hearing Location: Courtroom 5 North
	§	111 S. 10th St., St. Louis, MO 63102

**MOTION OF THE PLAN ADMINISTRATOR FOR ORDER
UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 502 AND
BANKRUPTCY RULE 9006 EXTENDING TIME TO OBJECT TO CLAIMS**

Alan D. Halperin, as Plan Administrator (the “**Plan Administrator**”) under the *Amended Joint Chapter 11 Plan of Briggs & Stratton Corporation and its Affiliated Debtors*, dated November 9, 2020 [Docket No. 1226] (the “**Plan**”),¹ by and through undersigned counsel, hereby moves (the “**Motion**”) for entry of an order under section 105(a) of 11 U.S.C. §§ 101-1532 (as amended and applicable herein, the “**Bankruptcy Code**”) and Rules 3007 and 9006 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), extending the Claims Objection Deadline (as defined below) for administrative, priority, and general claims of all types, including, for the avoidance of doubt, secured claims, through and including December 31, 2021. In support of the Motion, the Plan Administrator respectfully represents as follows:

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

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.



case under 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. On August 5, 2020, the United States Trustee appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”) in these chapter 11 cases (the “**Chapter 11 Cases**”) pursuant to section 1102 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015(b) of the Local Rules of Bankruptcy Procedure for the Eastern District of Missouri (the “**Local Rules**”).

3. On September 15, 2020, the Court entered an order authorizing the Debtors to sell substantially all of their assets² to Bucephalus Buyer, LLC (the “**Purchaser**”) and on September 21, 2020, the Debtors closed the Sale Transaction.³ On December 16, 2020, the Debtors filed the Plan, which was confirmed by the *Findings of Fact, Conclusions of Law, and Order Confirming the Plan* on December 18, 2020 [Docket No. 1485] (the “**Confirmation Order**”).

4. The Effective Date of the Plan occurred on January 6, 2021 and the *Notice of Entry of Order Confirming the Plan and Occurrence of the Effective Date* [Docket No. 1538] was filed, at which time the Creditors’ Committee was relieved of its duties and the Plan Administrator took over the administration of the Wind-Down Estates in accordance with the Plan. The Wind-Down Estates continue to honor their post-closing sale obligations, wind down the estates, and otherwise work on concluding these Chapter 11 Cases.

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].

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].

5. On February 12, 2020, the Bankruptcy Court entered that certain Order Approving (I) Claims Objection Procedures; (II) Claims Hearing Procedures; and (III) Granting Related Relief [Docket No. 1614] (the “**Omnibus Procedures Order**”).

6. Pursuant to an order dated August 24, 2020 [Docket No. 564] (the “**General Bar Date Order**”), this Court established October 7, 2020 (the “**General Bar Date**”) as the last day for non-governmental entities to file pre-petition claims against the Debtors and their estates, and January 19, 2021 (the “**Governmental Bar Date**”) as the last day for governmental entities to file pre-petition claims against the Debtors and their estates. In accordance with the General Bar Date Order, the Debtors’ approved claim and noticing agent served a Notice of Deadlines to File Proofs of Claim and a Proof of Claim Form as evidence by the Certificate of Service filed with this Court [Docket No. 576] (the “**Bar Date COS**”). Additionally, in accordance with the General Bar Date Order, the Debtors published a notice of the General Bar Date in the national edition of the *New York Times* and once in the *St. Louis Post Dispatch*, as evidenced by the Certificate of Publication with this Court [Docket No. 826] (the “**Publication Notice**”).

7. By order dated October 19, 2020 [Docket No. 1121] (the “**Administrative Bar Date Order**”), this Court fixed November 23, 2020 (the “**Administrative Bar Date**”) as the deadline by which all persons or entities who hold claims arising during the administration of the Chapter 11 Cases between the Petition Date and October 19, 2020 (the “**Administrative Claims**”) must file proofs of administrative claim against the Debtors.

8. In the Administrative Bar Date Order, the Court also established the deadline (the “**Governmental Administrative Expense Bar Date**”) of January 19, 2021 at 5:00 p.m. (Central Time) for each Governmental Unit that asserts entitlement to administrative priority status under sections 503 and/or 507 of the Bankruptcy Code for claims (each, a “**Governmental**

Administrative Expense Claim,” collectively, the “**Governmental Administrative Expense Claims**”) that arose between the Petition Date and October 19, 2020.

9. The Plan Administrator has paid all known allowed administrative claims and has reconciled all but approximately fifty (50) of the remaining Administrative Claims, which are largely section 503(b)(9) claims where the Wind-Down Estates continue to work with trade creditors and the Purchaser to determine the correct allowable claim amount. Although the Plan Administrator has made significant progress in this reconciliation, having reconciled more than eighty percent (80%) of such claims, the process remains ongoing. Likewise, there remains approximately 230 claims that were filed or otherwise asserted seeking priority with respect to some or all of the amounts allegedly due from the Debtors pursuant to such claims. The majority of these claims (in number) were satisfied in the ordinary course of the Debtors’ Chapter 11 Cases, but the Plan Administrator continues to address the administrative reconciliation of the claims register as to these claims. In terms of priority tax liability, the majority of the unpaid priority claims are tax claims asserted by multiple taxing authorities that require significant assessment.

10. In addition to the claims asserting administrative and priority treatment, there are nearly 2,200 claims against the Debtors’ estates to be reviewed and reconciled to establish the allowed general unsecured claims pool (including numerous unliquidated claims) and to ensure proper classification of any misclassified or unclassified claim. The Plan Administrator has a process in place to review these claims and the estates, including the Wind-Down Estates, have brought numerous omnibus claims objections addressing more than a thousand claims to date. The Plan Administrator submits that the extension requested in this Motion is not sought for the purposes of delay, but is in the affirmative best interests of the estates, their creditors, and all

parties-in-interest when weighing the costs of distributions. Accordingly, the Plan Administrator seeks the above-referenced extension of the Claims Objection Deadline.

JURISDICTION

11. 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.

12. The statutory predicate for the relief requested herein is Bankruptcy Code sections 105(a) and 502. Such relief is also warranted under Bankruptcy Rules 3007 and 9006 and Local Rule 9006.

RELIEF REQUESTED

13. By this Motion, the Plan Administrator seeks entry of an order under Bankruptcy Code sections 105(a) and 502 and Bankruptcy Rules 3007 and 9006 extending the Claims Objection Deadline for administrative, priority, and general claims of all types including, for the avoidance of doubt, secured claims, through and including December 31, 2021.

BASIS FOR RELIEF

14. As noted above, pursuant to the Plan, the Claims Objection Deadline presently expires on the 180th day after the Effective Date of the Plan, *i.e.*, July 6, 2021, and to date, approximately 3,000 claims have been filed against the estates in the aggregate amount of approximately \$2.2 billion.

15. The Plan Administrator believes that the aggregate amount of claims against the Debtors' estates that ultimately will be allowed is significantly less than the amounts asserted by the claimants to date in their claims. Although the Plan Administrator has resolved certain of the claims, numerous claims remain to be addressed. The resolution of such claims will likely

increase substantially the recovery to be realized by holders of general unsecured, priority, and the various administrative expense claims asserted to date.

16. Although the Plan Administrator and his professionals have worked diligently to address the remaining claims in these Chapter 11 Cases promptly, as is often the case, the Plan Administrator has competing demands to be balanced. During the post-confirmation period, in addition to payment of senior claims described above, the Plan Administrator and his professionals have focused on maximizing estate asset sales including real estate sales, tax returns, resolution of the employee retirement plan and other issues, management of numerous litigations on both the claims side and asset recovery side, reporting issues to all relevant governmental entities, working with the Purchaser on open issues with respect to post-sale closing and transition services, reconciliation of severance obligations, equipment sales, a host of insurance issues including various letters of credit and bonds posted for worker's compensation and other obligations, and many other issues. In light of the competing demands posed by the Plan Administrator's efforts to maximize the recoveries on assets left to the Wind-Down Estates through the Plan, as well as the detailed analysis required to reconcile certain claims, the Plan Administrator requires additional time to reconcile the remaining claims.

APPLICABLE AUTHORITY

17. Bankruptcy Rule 9006(b) provides that the Court may extend a time period provided under the Bankruptcy Rules or order of the Court, except for time periods provided under certain Bankruptcy Rules that are not applicable here. *See* Fed. R. Bankr. P. 9006(b).

18. Bankruptcy Code section 105(a) provides that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Further, it is generally recognized that “[s]ection 105(a) authorizes the bankruptcy court, or the district court sitting in bankruptcy, to fashion such orders as are required

to further the substantive provisions of the Code.” COLLIER ON BANKRUPTCY, ¶ 105.04 at 105-15 & n. 5 (15th rev. ed. 1989)).

19. In this instance, sufficient cause exists to extend the Claims Objection Deadline. The requested extension of time will provide the Plan Administrator the opportunity to continue his claims analysis, object to those claims that are factually and legally unsupportable, and continue to negotiate the resolution of certain of the remaining outstanding claims.

20. The Plan Administrator believes that many of the claims will ultimately be consensually resolved, particularly if the Plan Administrator is afforded sufficient time to complete his review of such claims. Consensual resolution of outstanding claims will conserve judicial resources, minimize burdens on the Court that would necessarily accompany unnecessary claims litigation, and minimize related expenses that otherwise would be incurred by the Wind-Down Estates.

NOTICE

21. Notice of this Motion has been given to the Office of the United States Trustee and any other party entitled to notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Plan Administrator submits that no further notice is required.

WHEREFORE, the Plan Administrator seeks entry of an order, substantially in the form attached hereto as **Exhibit A**, (A) extending the Claims Objection Deadline for administrative, priority, and general claims of all types including, for the avoidance of doubt, secured claims, through and including December 31, 2021, and (B) granting such other and further relief as is just and proper.

Dated: May 17, 2021
St. Louis, Missouri

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Robert E. Eggmann

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EXHIBIT A

Proposed Order

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.	§	Related Docket No. [●]

**[PROPOSED] ORDER GRANTING MOTION OF THE PLAN
ADMINISTRATOR EXTENDING TIME TO OBJECT TO ALL CLAIMS**

Upon the motion (the “**Motion**”)¹ of Alan D. Halperin, as the Plan Administrator (the “**Plan Administrator**”), as successor in interest to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), for entry of an order, pursuant to sections 105 and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.*, Rules 3007 and 9006 of the Federal Rules of Bankruptcy Procedure, and Rule 9006-2 of the Local Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the Eastern District of Missouri, extending the time to object to all Claims (including Administrative Claims) filed in the Chapter 11 Cases, all as more fully set forth in the Motion; and it appearing that the Court has jurisdiction over this matter; and it appearing that the notice of the Motion as set forth therein is sufficient, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Wind-Down Estates, their beneficiaries, and all other parties-in-interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, **it is hereby ORDERED, ADJUDGED, AND DECREED in that:**

1. The Motion is GRANTED as set forth herein.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

2. The Claims Objection Deadline is hereby extended to and including December 31, 2021.

3. Entry of this Order is without prejudice to the rights of the Plan Administrator to seek further extensions of the Claims Objection Deadline.

DATED: _____, 2021
St. Louis, Missouri

HONORABLE BARRY S. SCHERMER
UNITED STATES BANKRUPTCY JUDGE

Order Prepared By:

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