

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

**NOTICE OF THE PLAN ADMINISTRATOR’S
TWENTY-EIGHTH OMNIBUS OBJECTION TO CLAIMS
ON GROUNDS OF NO LIABILITY (PERFORMANCE AWARDS)**

THIS IS AN OBJECTION TO YOUR CLAIM. THE OBJECTING PARTY IS ASKING THE COURT TO DISALLOW THE CLAIM THAT YOU FILED IN THIS BANKRUPTCY CASE.

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 COUNSEL TO THE PLAN ADMINISTRATOR, (A) HALPERIN BATTAGLIA BENZIJA LLP, 40 WALL STREET, 37TH FLOOR, NEW YORK, NEW YORK 10005 (ATTN: JULIE DYAS GOLDBERG, ESQ. AND MATTHEW MURRAY, ESQ.) AND (B) CARMODY MACDONALD P.C., 120 S. CENTRAL AVENUE, SUITE 1800, ST. LOUIS, MISSOURI 63105 (ATTN: DORMIE KO, ESQ.), SO THAT THE RESPONSE IS RECEIVED NO LATER THAN 11:59 P.M. (PREVAILING CENTRAL TIME) ON NOVEMBER 25, 2021.

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, on behalf of the Wind-Down Estates of the Debtors, is seeking to **disallow** your claim(s) on the grounds that each represents a claim that the Plan Administrator believes is a No Liability



Claim¹. The claim(s) subject to the Objection is/are listed in the table attached to the Objection as Exhibit A.²

Resolving the Objection

2. **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).

3. **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 counsel 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 attorneys for 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).

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Debtors’ Second Amended Joint Plan (the “**Plan**”).

² Exhibit A-1 lists claims where the relief requested seeks disallowance of the entire claim. Exhibit A-2 lists claims where the relief requested seeks disallowance of the claim, in full, as to the Performance Claim, but where Claimant also asserts other allowable claim amounts. Thus, as to those two claims listed on Exhibit A-2, the relief requested is an overall reduction of the claim, not a complete disallowance.

4. **Response Deadline.** Your Response must be filed with the Court and served so as to be *actually received* by **11:59 p.m. (Central Time) on November 25, 2021** (the “Response Deadline”).

5. **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

6. **Date, Time, and Location.** If necessary, a hearing (the “Hearing”) on the Objection will be held on **December 2, 2021 at 2:00 p.m. (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 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 subsequent hearing (the date of which will be determined in consultation with the affected claimant(s)).

Additional Information

7. **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; (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 PLAN ADMINISTRATOR'S RIGHTS UNDER THE BANKRUPTCY
CODE OR ANY OTHER APPLICABLE LAW.**

Dated: November 1, 2021
St. Louis, Missouri

CARMODY MACDONALD P.C.

/s/ Robert E. Eggmann

Robert E. Eggmann, #37374MO
Christopher J. Lawhorn, #45713MO
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Local Counsel to the Plan Administrator

-and-

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Counsel to the Plan Administrator

EXHIBIT A

Schedule of Performance Claims¹

¹ **Exhibit A-1** lists claims where the relief requested seeks disallowance of the entire claim. **Exhibit A-2** lists claims where the relief requested seeks disallowance of the claim, in full, as to the Performance Claim, but where Claimant also asserts other allowable claim amounts. Thus, as to those two claims listed on **Exhibit A-2**, the relief requested is an overall reduction of the claim, not a complete disallowance.

EXHIBIT A-1

Performance Claims (No Liability Claims)

Exhibit A-1 - No Liability Claims
Briggs & Stratton Corp., et al.

Claimant Name and Address	Case Number	Debtor Name	Claim Number	Date Filed	Asserted		Basis for Proposed Modification
					Claim Amount and Priority		
1) Annette C Lococo 2445 Mayfair Drive Brookfield, WI 53005	20-43597	Briggs & Stratton Corporation	1935	10/6/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$9,838.72 Unsecured: \$0.00 Total: \$9,838.72		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement savings account and is an equity interest that was cancelled under the Plan.
2) Brian R Olsson Brian Olsson N52W17310 Ridgewood Dr Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1515	10/6/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$60,351.00 Unsecured: \$0.00 Total: \$60,351.00		This is a claim for performance award units that either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
3) David Frank 2872 Nagawicka Rd Hartland, WI 53029-5302	20-43597	Briggs & Stratton Corporation	969	10/1/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$250,217.15 Total: \$250,217.15		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
4) David John Schulenberg 8599 N Salisbury Rd Kewaskum, WI 53040	20-43597	Briggs & Stratton Corporation	1438	10/5/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$13,500.00 Unsecured: \$0.00 Total: \$13,500.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
5) David Schulenberg 8599 N Salisbury Rd Kewaskum, WI 53040	20-43597	Briggs & Stratton Corporation	1467	10/6/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$13,500.00 Unsecured: \$0.00 Total: \$13,500.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
6) Debra A Pavletich 1255 Jewel St Brookfield, WI 53005	20-43597	Briggs & Stratton Corporation	1075	10/4/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$32,649.75 Total: \$32,649.75		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
7) Dennis J Steinhardt 20811 River Hills Way Kiel, WI 53042	20-43597	Briggs & Stratton Corporation	1938	10/5/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$24,811.00 Total: \$24,811.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
8) Eric Chack Eric Chack W340N4811 Township Road O Nashotah, WI 53058	20-43597	Briggs & Stratton Corporation	530	9/8/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$125,000.00 Total: \$125,000.00		The company did not reach operating income metrics and therefore performance awards have no value. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
9) Heather Barks C/O Therese A. Schellhammer 123 South Second PO Box 1226 Poplar Bluff, MO 63902-1226	20-43597	Briggs & Stratton Corporation	1552	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$3,319.13 Unsecured: \$0.00 Total: \$3,319.13		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement savings account and is an equity interest that was cancelled under the Plan.
10) Jacob Schmalz 2800 N 68th St Milwaukee, WI 53210	20-43597	Briggs & Stratton Corporation	1385	10/5/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$6,750.00 Unsecured: \$0.00 Total: \$6,750.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
11) Jeffrey W Coad W150N7268 Paseo Ln Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	842	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$103,065.80 Total: \$103,065.80		This claim is for the value of Briggs & Stratton Corp. stock held in an investment account and is an equity interest that was cancelled under the Plan.

Exhibit A-1 - No Liability Claims
Briggs & Stratton Corp., et al.

Claimant Name and Address	Case Number	Debtor Name	Claim Number	Date Filed	Asserted		Basis for Proposed Modification
					Claim Amount and Priority		
12) Jeffrey W Coad W150N7268 Paseo Ln Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1682	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$80,000.00 Total: \$80,000.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
13) Jeffrey W Coad W150N7268 Paseo Ln Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1684	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$2,993.91 Total: \$2,993.91		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
14) John E Booher W147N6910 Woodland Dr Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1677	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$86,000.00 Total: \$86,000.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
15) John T Mourand W142N8223 Merrimac Dr Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1622	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$10,912.20 Total: \$10,912.20		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement and/or investment account and is an equity interest that was cancelled under the Plan.
16) Joseph Rubens N73W24327 Ridgewood Rd Sussex, WI 53089	20-43597	Briggs & Stratton Corporation	823	9/28/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$66,621.00 Total: \$66,621.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
17) Lowell D. Millisor 5727 Frusher Ln Fitchburg, WI 53711	20-43597	Briggs & Stratton Corporation	2124	10/7/2020	Secured: \$12,402.68 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$0.00 Total: \$12,402.68		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement and/or investment account and is an equity interest that was cancelled under the Plan.
18) Paul C. Prickett 1280 Dove Lane Grafton, WI 53024	20-43597	Briggs & Stratton Corporation	1468	10/6/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$35,851.00 Total: \$35,851.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met.
19) Randall E Ballard 70 Loblolly Lane Lexington, TN 38351	20-43597	Briggs & Stratton Corporation	851	9/30/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$277,096.43 Total: \$277,096.43		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
20) Thomas H. Rugg W217N5399 Taylors Wood Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	807	9/28/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$228,000.00 Total: \$228,000.00		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement and/or investment account and is an equity interest that was cancelled under the Plan.

EXHIBIT A-2

Performance Claims (Modified Claims)

Exhibit A-2 - Modified Claims
Briggs & Stratton Corp., et al.

Claimant Name and Address	Case Number	Debtor Name	Claim Number	Date Filed	Asserted		Modified		Basis for Proposed Modification
					Claim Amount and Priority	Claim Amount and Priority	Claim Amount and Priority	Claim Amount and Priority	
1) The Estate of Todd MacKay Linda MacKay 6020 N. Berkeley Blvd Whitefish Bay, WI 53217	20-43597	Briggs & Stratton Corporation	1513	9/30/2020	Secured:	\$0.00	Secured:	\$0.00	Claimant's KESIP is allowed (\$257,952.03). The balance of the claim is an asserted performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met.
					Administrative:	\$0.00	Administrative:	\$0.00	
					Priority:	\$0.00	Priority:	\$0.00	
					Unsecured:	\$414,924.03	Unsecured:	\$257,952.03	
					Total:	\$414,924.03	Total:	\$257,952.03	
2) William Harrison 5854 N Kent Ave Whitefish Bay, WI 53217	20-43597	Briggs & Stratton Corporation	824	9/28/2020	Secured:	\$0.00	Secured:	\$0.00	Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met.
					Administrative:	\$0.00	Administrative:	\$0.00	
					Priority:	\$0.00	Priority:	\$0.00	
					Unsecured:	\$43,870.81	Unsecured:	\$20,000.00	
					Total:	\$43,870.81	Total:	\$20,000.00	

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

**THE PLAN ADMINISTRATOR'S TWENTY-EIGHTH OMNIBUS OBJECTION
TO CLAIMS ON GROUNDS OF NO LIABILITY (PERFORMANCE AWARDS)**

THIS IS AN OBJECTION TO YOUR CLAIM. THE OBJECTING PARTY IS ASKING THE COURT TO DISALLOW THE CLAIM THAT YOU FILED IN THIS BANKRUPTCY CASE.

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 COUNSEL TO THE PLAN ADMINISTRATOR, (A) HALPERIN BATTAGLIA BENZIJA LLP, 40 WALL STREET, 37TH FLOOR, NEW YORK, NEW YORK 10005 (ATTN: JULIE DYAS GOLDBERG, ESQ. AND MATTHEW MURRAY, ESQ.) AND (B) CARMODY MACDONALD P.C., 120 S. CENTRAL AVENUE, SUITE 1800, ST. LOUIS, MISSOURI 63105 (ATTN: DORMIE KO, ESQ.), SO THAT THE RESPONSE IS RECEIVED NO LATER THAN 11:59 P.M. (PREVAILING CENTRAL TIME) ON NOVEMBER 25, 2021.

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.

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 respectfully represents as follows in support of this omnibus objection to claims (the “**Objection**”) filed on account of claimants

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

(each, a “**Claimant**”) asserting claims based on equity interests and/or unearned performance units (the “**Performance Units**”) that the Claimants might have earned if the Debtors had met certain performance metrics for which time periods had not yet passed as of the Petition Date (in either instance, the “**Performance Claims**”). The Plan Administrator submits that the Wind-Down Estates have no liability to pay these Performance Claims because the Performance Claims are either equity interests or, if unvested, the Debtors did not meet the threshold metrics to cause these Claimants to have claims for the Performance Units. In further support of the Objection, attached hereto as **Exhibit B** is the *Declaration of Alan D. Halperin in Support of the Plan Administrator’s Twenty-Eighth Omnibus Objection to Claims on Grounds of No Liability (Performance Awards)* (the “**Halperin Claims Declaration**”):

Background

1. On July 20, 2020 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On August 5, 2020, the United States Trustee appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”) in these 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 of the United States Bankruptcy Court 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.

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**”), which, among other things, increased the number of claims authorized to be filed in an omnibus claim objection such as this Objection to three hundred fifty (350) Claims.

Background on Performance Unit Grants

6. Under that certain *Briggs & Stratton Corporation 2017 Omnibus Incentive Plan* (the “**OIP**”), the Debtors granted the ability to earn Performance Units to certain employees on the express condition that the Debtors meet a certain performance threshold (based on

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].

operating income) over a three-year period. While this performance threshold was never met for periods where the three-year period had passed prior to the Petition Date, certain Claimants seek allowed claims for periods where the three-year period had not fully run as of the Petition Date (i.e. periods starting in 2018, 2019, and 2020) and thus, the performance threshold could have hypothetically been met had the Debtors continued operations outside of bankruptcy. Though Claimants had the right to elect whether the Performance Units would pay out (if the performance threshold was met) in common stock or in cash, each of the Performance Claims subject to this Objection references holdings in the form of common stock (if vested) or Performance Units (if not vested), and no Claimants had the right to cash (or any claim at all other than, for some Claimants, to common stock) as of the Petition Date.

7. Under the Plan, on the Effective Date, all equity interests in the Debtors were cancelled and a single share of common stock was issued in favor of the Plan Administrator. *See* Plan at § 4.30 *et seq.* The Plan provides that each holder of an equity interest receives no property from the estates, subject only to the proviso that should all Allowed Claims be paid in full (estimated distributions on general unsecured claims range from 0% to 8% in these chapter 11 cases), then each former holder of an equity interest shall receive their pro rata interest in estate property. Accordingly, the Plan Administrator, through its professionals, placed an escrow CUSIP with the Depository Trust Company on the Debtors' (formerly) publicly traded common stock – effective as of the Effective Date – so as to preserve all records in the event information regarding equity interests were to be needed in the future. Thus, the Claimants whose Performance Units were held in common stock do not have claims against the estates because they are holders of equity interests which were cancelled under the Plan.

8. Additionally, for those Claimants who assert claims for unvested Performance Units (that would have vested into common stock), the OIP provides that their Performance Units partially vest in the event of a “Change in Control” as defined in the OIP. However, in all instances, a Change in Control required the affirmative majority shareholder vote to approve such vesting. In the context of this chapter 11 filing (as opposed to circumstances involving a sale of a solvent company), the relevant performance metrics were not met,⁴ and shareholders did not and could not have approved a sale with a performance metric-based bonus component. There is no colorable argument for allowance of a performance-based claim in these chapter 11 cases when creditors are so far from being paid in full (for the avoidance of doubt, the above-described performance was tied to overall corporate profitability and, in no instance, to the performance of any one individual).

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.

Relief Requested

10. Pursuant to section 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Rule 3007(C), the Plan Administrator respectfully requests entry of an order

⁴ Performance metrics were based on the company’s “Core Operating Income” for the three relevant years. There was then a low, mid, and high benchmark for the Debtors’ Core OI – a minimum level (if this level of OI was met, then the employee earned 25% of the Performance Units), a “target” level (employee earns 100% of the Performance Units), and a maximum level (employee earns 200% of the Performance Units not to exceed a cap). The minimum level Core OI in 2018 was \$96 million, the target level was \$107.5, and the maximum level was \$119.8 million. In 2019, the minimum level was \$64.7 million, the target level was \$72.4 million, and the maximum level was \$80.8 million. Again, there is no dispute that the Debtors failed to achieve the minimum metrics for the periods that actually ran.

(the “**Proposed Order**”)⁵ disallowing the Performance Claims listed on **Exhibit A**⁶ attached hereto.

Claims Reconciliation

11. On August 23, 2020, the Debtors filed their schedules of assets, liabilities, current income, expenditures, executory contracts, and unexpired leases and statements of financial affairs, as required by section 521 of the Bankruptcy Code [Docket Nos. 555–559] (collectively, the “**Schedules**”).

12. On August 24, 2020, the Court entered an order [Docket No. 564] (the “**Bar Date Order**”), which, among other things, established (a) October 7, 2020 as the deadline for all non-governmental entities holding or wishing to assert a “claim” (as defined in section 101(5) of the Bankruptcy Code) against any of the Debtors that arose before the Petition Date to file a proof of such claim in writing, and (b) January 19, 2021 as the deadline for all governmental entities holding or wishing to assert a “claim” against any of the Debtors that arose before the Petition Date to file a proof of such claim in writing.

13. As of the date hereof, approximately 3,000 proofs of claim (the “**Proofs of Claim**”) have been filed against the Debtors. The Plan Administrator and his advisors have been working diligently to review these Proofs of Claim, including any supporting documentation filed therewith. For the reasons set forth below, and based on their review to date, the Plan Administrator has determined that the Performance Claims objected to herein should be disallowed.

⁵ Copies of the Proposed Order will be made available on the Debtors’ case information website at <http://www.kccllc.net/Briggs>.

⁶ **Exhibit A-1** lists claims where the relief requested seeks disallowance of the entire claim. **Exhibit A-2** lists claims where the relief requested seeks disallowance of the claim, in full, as to the Performance Claim, but where Claimant also asserts other allowable claim amounts. Thus, as to those two claims listed on **Exhibit A-2**, the relief requested is an overall reduction of the claim, not a complete disallowance.

14. As set forth in the Halperin Claims Declaration, the Plan Administrator and his professionals have examined each Performance Claim, all documentation provided by the Claimant with respect to each Performance Claim, and the Debtors' respective books and records, and have determined in each case the Performance Claims are claims that should be disallowed on the basis that each Performance Claim is not a claim at all, but is an assertion of a former equity interest in one or more of the Debtors. Additionally, each equity interest holder's interest was cancelled under the Plan. Accordingly, each such corresponding Performance Claim should be disallowed as described on **Exhibit A** attached hereto, under the column sub-heading "*Basis for Proposed Modification.*"

Relief Requested Should Be Granted

15. Pursuant to section 502 of the Bankruptcy Code, "[a] claim or interest, proof of which is filed under section 501 of [the Bankruptcy Code], is deemed allowed, unless a party in interest . . . objects." 11 U.S.C. § 502(a). Bankruptcy Rule 3001(f) provides that a properly executed and filed proof of claim constitutes *prima facie* evidence of the validity and amount of the claim under section 502(a) of the Bankruptcy Code. FED. R. BANKR. P. 3001(f). The act of filing an objection alone "does not deprive the proof of claim of presumptive validity unless the objection is supported by substantial evidence." *In re Austin*, 538 B.R. 543, 545 (Bankr. E.D. Mo. 2015) (citing *In re McDaniel*, 264 B.R. 531, 533 (B.A.P. 8th Cir. 2001)). If the objection presents evidence "rebutting the claim," then "the claimant must produce additional evidence to prove the validity of the claim by a preponderance of the evidence." *In re Austin*, 538 B.R. at 545 (citing *In re Gran*, 964 F.2d 822, 827 (8th Cir. 1992)); *see also In re Peabody Energy Corp.*, Case No. 16-42529 (BSS), 2017 WL 4570700, at *7 (Bankr. E.D. Mo. Oct. 12, 2017); *In re Seagraves*, Case No. 12-49433 (BSS), 2015 WL 2026707, at *2 (Bankr. E.D. Mo. Apr. 30, 2015); *Dove-Nation v. eCast Settlement Corp. (In re Dove-Nation)*, 318 B.R. 147, 152

(B.A.P. 8th Cir. 2004) (citing *In re Innovative Software Designs, Inc.*, 253 B.R. 40, 44 (B.A.P. 8th Cir. 2000)).

16. The claims in the attached **Exhibit A** are exclusively comprised of Performance Claims. The Debtors owed Performance Units to the Claimants only on the express condition that the Debtors meet a certain performance threshold. This threshold was not met and therefore, there were no Performance Units owed to these Claimants. Furthermore, the Change in Control provisions of the OIP are inapplicable as there was no shareholder approval of a sale, akin to how a sale would occur outside of the bankruptcy process. In the limited circumstances where a Claimant's claim had vested, these Performance Units were issued in the form of common stock of the Debtors that was cancelled under the Plan. Simply put, there is no contractual entitlement to a claim for unvested Performance Units, and there is no equitable basis given that the Performance Units were only ever contemplated to vest upon a successful corporate performance metric. Unfortunately, under the current circumstances, operating income could not sustain a performance-based incentive as is evidenced by the fact that claims will not be paid in full in these chapter 11 cases. Accordingly, the Plan Administrator (a) objects to the Performance Claims listed on **Exhibit A** attached hereto, and (b) seeks entry of an order disallowing the Performance Claims in their entirety.

Reservation of Rights

17. Nothing contained herein is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors or the Wind-Down Estates, (ii) a waiver or limitation of rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of 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.

Notice

18. Notice of this Objection will be provided to (i) the Office of the United States Trustee for the Eastern District of Missouri (Attn: Sirena Wilson, Esq.); (ii) the Claimant; (iii) any other party that has requested notice pursuant to Bankruptcy Rule 2002; and (iv) any other party entitled to notice pursuant to the Omnibus Procedures Order (collectively, the “**Notice Parties**”).

No Previous Request

19. No previous request for the relief sought herein has been made by the Debtors or the Plan Administrator to this or any other court.

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WHEREFORE, the Plan Administrator 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: November 1, 2021
St. Louis, Missouri

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Robert E. Eggmann

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Counsel to the Plan Administrator

EXHIBIT A

Schedule of Performance Claims¹

¹ **Exhibit A-1** lists claims where the relief requested seeks disallowance of the entire claim. **Exhibit A-2** lists claims where the relief requested seeks disallowance of the claim, in full, as to the Performance Claim, but where Claimant also asserts other allowable claim amounts. Thus, as to those two claims listed on **Exhibit A-2**, the relief requested is an overall reduction of the claim, not a complete disallowance.

EXHIBIT A-1

Performance Claims (No Liability Claims)

Exhibit A-1 - No Liability Claims
Briggs & Stratton Corp., et al.

Claimant Name and Address	Case Number	Debtor Name	Claim Number	Date Filed	Asserted		Basis for Proposed Modification
					Claim Amount and Priority		
1) Annette C Lococo 2445 Mayfair Drive Brookfield, WI 53005	20-43597	Briggs & Stratton Corporation	1935	10/6/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$9,838.72 Unsecured: \$0.00 Total: \$9,838.72		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement savings account and is an equity interest that was cancelled under the Plan.
2) Brian R Olsson Brian Olsson N52W17310 Ridgewood Dr Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1515	10/6/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$60,351.00 Unsecured: \$0.00 Total: \$60,351.00		This is a claim for performance award units that either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
3) David Frank 2872 Nagawicka Rd Hartland, WI 53029-5302	20-43597	Briggs & Stratton Corporation	969	10/1/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$250,217.15 Total: \$250,217.15		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
4) David John Schulenberg 8599 N Salisbury Rd Kewaskum, WI 53040	20-43597	Briggs & Stratton Corporation	1438	10/5/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$13,500.00 Unsecured: \$0.00 Total: \$13,500.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
5) David Schulenberg 8599 N Salisbury Rd Kewaskum, WI 53040	20-43597	Briggs & Stratton Corporation	1467	10/6/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$13,500.00 Unsecured: \$0.00 Total: \$13,500.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
6) Debra A Pavletich 1255 Jewel St Brookfield, WI 53005	20-43597	Briggs & Stratton Corporation	1075	10/4/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$32,649.75 Total: \$32,649.75		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
7) Dennis J Steinhardt 20811 River Hills Way Kiel, WI 53042	20-43597	Briggs & Stratton Corporation	1938	10/5/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$24,811.00 Total: \$24,811.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
8) Eric Chack Eric Chack W340N4811 Township Road O Nashotah, WI 53058	20-43597	Briggs & Stratton Corporation	530	9/8/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$125,000.00 Total: \$125,000.00		The company did not reach operating income metrics and therefore performance awards have no value. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
9) Heather Barks C/O Therese A. Schellhammer 123 South Second PO Box 1226 Poplar Bluff, MO 63902-1226	20-43597	Briggs & Stratton Corporation	1552	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$3,319.13 Unsecured: \$0.00 Total: \$3,319.13		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement savings account and is an equity interest that was cancelled under the Plan.
10) Jacob Schmalz 2800 N 68th St Milwaukee, WI 53210	20-43597	Briggs & Stratton Corporation	1385	10/5/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$6,750.00 Unsecured: \$0.00 Total: \$6,750.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
11) Jeffrey W Coad W150N7268 Paseo Ln Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	842	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$103,065.80 Total: \$103,065.80		This claim is for the value of Briggs & Stratton Corp. stock held in an investment account and is an equity interest that was cancelled under the Plan.

Exhibit A-1 - No Liability Claims
Briggs & Stratton Corp., et al.

Claimant Name and Address	Case Number	Debtor Name	Claim Number	Date Filed	Asserted		Basis for Proposed Modification
					Claim Amount and Priority		
12) Jeffrey W Coad W150N7268 Paseo Ln Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1682	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$80,000.00 Total: \$80,000.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
13) Jeffrey W Coad W150N7268 Paseo Ln Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1684	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$2,993.91 Total: \$2,993.91		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
14) John E Booher W147N6910 Woodland Dr Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1677	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$86,000.00 Total: \$86,000.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
15) John T Mourand W142N8223 Merrimac Dr Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	1622	10/7/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$10,912.20 Total: \$10,912.20		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement and/or investment account and is an equity interest that was cancelled under the Plan.
16) Joseph Rubens N73W24327 Ridgewood Rd Sussex, WI 53089	20-43597	Briggs & Stratton Corporation	823	9/28/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$66,621.00 Total: \$66,621.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
17) Lowell D. Millisor 5727 Frusher Ln Fitchburg, WI 53711	20-43597	Briggs & Stratton Corporation	2124	10/7/2020	Secured: \$12,402.68 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$0.00 Total: \$12,402.68		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement and/or investment account and is an equity interest that was cancelled under the Plan.
18) Paul C. Prickett 1280 Dove Lane Grafton, WI 53024	20-43597	Briggs & Stratton Corporation	1468	10/6/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$35,851.00 Total: \$35,851.00		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met.
19) Randall E Ballard 70 Loblolly Lane Lexington, TN 38351	20-43597	Briggs & Stratton Corporation	851	9/30/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$277,096.43 Total: \$277,096.43		Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met. Further, vested interests were to be distributed in the form of Briggs & Stratton Corp. stock that was cancelled under the Plan.
20) Thomas H. Rugg W217N5399 Taylors Wood Menomonee Falls, WI 53051	20-43597	Briggs & Stratton Corporation	807	9/28/2020	Secured: \$0.00 Administrative: \$0.00 Priority: \$0.00 Unsecured: \$228,000.00 Total: \$228,000.00		This claim is for the value of Briggs & Stratton Corp. stock held in a retirement and/or investment account and is an equity interest that was cancelled under the Plan.

EXHIBIT A-2

Performance Claims (Modified Claims)

Exhibit A-2 - Modified Claims
Briggs & Stratton Corp., et al.

Claimant Name and Address	Case Number	Debtor Name	Claim Number	Date Filed	Asserted		Modified		Basis for Proposed Modification
					Claim Amount and Priority	Claim Amount and Priority	Claim Amount and Priority	Claim Amount and Priority	
1) The Estate of Todd MacKay Linda MacKay 6020 N. Berkeley Blvd Whitefish Bay, WI 53217	20-43597	Briggs & Stratton Corporation	1513	9/30/2020	Secured:	\$0.00	Secured:	\$0.00	Claimant's KESIP is allowed (\$257,952.03). The balance of the claim is an asserted performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met.
					Administrative:	\$0.00	Administrative:	\$0.00	
					Priority:	\$0.00	Priority:	\$0.00	
					Unsecured:	\$414,924.03	Unsecured:	\$257,952.03	
					Total:	\$414,924.03	Total:	\$257,952.03	
2) William Harrison 5854 N Kent Ave Whitefish Bay, WI 53217	20-43597	Briggs & Stratton Corporation	824	9/28/2020	Secured:	\$0.00	Secured:	\$0.00	Performance awards either did not vest (employee did not meet the 'Retiree Eligible' definition) or vested with no value as operating income metrics were not met.
					Administrative:	\$0.00	Administrative:	\$0.00	
					Priority:	\$0.00	Priority:	\$0.00	
					Unsecured:	\$43,870.81	Unsecured:	\$20,000.00	
					Total:	\$43,870.81	Total:	\$20,000.00	

EXHIBIT B

Halperin Claims Declaration

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

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

**DECLARATION OF ALAN D. HALPERIN IN SUPPORT OF THE PLAN
ADMINISTRATOR’S TWENTY-EIGHTH OMNIBUS OBJECTION TO CLAIMS
ON GROUNDS OF NO LIABILITY (PERFORMANCE AWARDS)**

I, Alan D. Halperin, solely in my capacity as Plan Administrator in the above-referenced cases, make this declaration (the “**Declaration**”) under 28 U.S.C. § 1746:

1. I am the Plan Administrator of the Wind-Down Estates of Briggs & Stratton Corporation and its affiliated debtors (the “**Debtors**”).¹

2. Except as otherwise indicated, this Declaration is based upon my personal knowledge; my review of relevant documents (including the Performance Claims and the Objection); information provided to me by: (i) a former officer of the Debtors with whom the Wind-Down Estates have entered into a consulting agreement, (ii) former employees that were transferred to the Purchaser and who provide claims reconciliation services to the Debtors pursuant to a transition services agreement with the Purchaser, (iii) the Debtors’ legal and financial advisors, and/or (iv) my legal counsel and such professionals working directly with me or under my supervision, direction, or control; or my opinion, based upon my experience, knowledge, and information concerning the Debtors’ operations. If called upon to testify, I would testify competently to the facts set forth herein. I am authorized to submit this Declaration on behalf of

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

the Wind-Down Estates, in support of *The Plan Administrator's Twenty-Eighth Omnibus Objection to Claims on Grounds of No Liability (Performance Awards)* (the "**Objection**").

3. To the best of my knowledge, information, and belief, the assertions made in the Objection are accurate. I can confirm that the Debtors' advisors have examined each Performance Claim, all documentation provided by the Claimant with respect to each Performance Claim, the Debtors' respective books and records, and the Schedules, and have determined that each Performance Claim is a claim that should be disallowed on the basis that each Performance Claim seeks payment on a claim that is not a claim but is rather an equity interest, and that such equity interest was cancelled under the Plan. As such, the Performance Claims should be disallowed.

4. Failure to disallow the Performance Claims would entitle such interest holders to recoveries on account of such "claims" to which such holders are not entitled as the Plan provides that holders of Equity Interests receive no distribution unless and until all Allowed Claims are paid in full. As such, I believe that disallowance of the Performance Claims is appropriate.

5. I declare under penalty of perjury that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: November 1, 2021

/s/ Alan D. Halperin
Alan D. Halperin
Solely in His Capacity as Plan Administrator