

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. §

NOTICE OF SALE, BIDDING, PROCEDURES, AUCTION AND SALE HEARING

PLEASE TAKE NOTICE OF THE FOLLOWING:

On July 20, 2020, Briggs & Stratton Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”) filed with the United States Bankruptcy Court for the Eastern District of Missouri (the “**Bankruptcy Court**”) a motion (Docket No. 53) (the “**Motion**”)¹ for the entry of (i) an order (the “**Bidding Procedures Order**”): (a) approving the bidding procedures, substantially in the form attached to the Bidding Procedures Order as **Exhibit A** (the “**Bidding Procedures**”), in connection with the sale or disposition of substantially all of the Debtors’ assets (the “**Assets**”) and equity interests in the Debtors’ non-Debtor subsidiaries and certain joint venture equity interests held by the Debtors (collectively, the “**Equity Interests**”); (b) authorizing the Debtors to designate the stalking horse bidder; (c) approving certain protections for the stalking horse bidder; (d) setting the deadline for potential bidders to submit a proposal to purchase the Debtors’ business (the “**Bid Deadline**”), scheduling an auction (the “**Auction**”), and scheduling the hearing with respect to the approval of the sale transaction (the “**Sale Hearing**”); (e) approving the form and manner of notice of the sale of the Assets and the Equity Interests, the Auction, and the Sale Hearing; (f) approving the form and manner of notice to each non-Debtor counterparty (each a “**Counterparty**”) to executory contracts and unexpired leases (each a “**Contract**”) regarding the Debtors’ potential assumption and assignment of their Contracts and of the Debtors’ calculation of the amount necessary to cure all monetary defaults thereunder (collectively, the “**Cure Costs**”); and (g) approving procedures for the assumption and assignment of Contracts; and (ii) an order (the “**Sale Order**”) (a) authorizing the sale of the Assets and Equity Interests free and clear of all liens, claims, interests, and encumbrances pursuant to section 363(f) of the Bankruptcy Code;² (b) authorizing

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion or Bidding Procedures, as applicable.

² The proposed form of Sale Order in connection with the sale of the Assets and Equity Interests to the Stalking Horse Bidder, attached as **Exhibit D** to Stalking Horse Agreement, provides for a sale free and clear of any liens, claims, interests, and encumbrances, including, without limitation, any right of recovery of pension liabilities, retiree medical benefit liabilities, liabilities related to the Employee Retirement Income Security Act of 1974, liabilities related to the Internal Revenue Code, or any other liability relating to the Debtors’ current and former employees, including any withdrawal liabilities under any collective bargaining agreement or labor practice agreement, retiree healthcare, or life insurance plan.



the assumption and assignment of proposed assumed Contracts (collectively, the “**Proposed Assumed Contracts**”); and (iii) granting related relief.

On August 19, 2020, the Bankruptcy Court entered the Bidding Procedures Order (Docket No. 505) approving, among other things, the Bidding Procedures, which establishes the key dates and times related the Auction and Sale Hearing. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures in their entirety.³

A. Bidding Procedures and Sale of Substantially All Assets and Equity Interests

The Debtors are seeking to sell (i) substantially all of their Assets, in whole or in part, primarily related to the design, manufacture and marketing of gasoline engines for outdoor power equipment, battery systems for commercial applications, and power generation, pressure washer, lawn and garden, turf care and job site products, including through the Briggs & Stratton®, Simplicity®, Snapper®, Ferris®, Vanguard®, Allmand®, Billy Goat®, Hurricane®, Murray®, Branco®, and Victa® brands including, but not limited to, the following Assets: (a) Contracts; (b) accounts receivable; (c) inventory; (d) prepaid expenses; (e) owned real property; (f) furnishings and equipment; (g) intellectual property; (h) books and records; (i) permits; (j) rights under agreements with employees; (k) warranties; and (l) certain employee plans (collectively, the “**Assets**”) and (ii) the Equity Interests.

A party may submit a bid for any or substantially all of the Assets and the Equity Interests, in each case, in accordance with the terms and provisions of the Bidding Procedures.

B. Stalking Horse Bid

A binding stalking horse bid (the “**Stalking Horse Bid**”) has been submitted by Bucephalus Buyer, LLC (the “**Stalking Horse Bidder**”), an affiliate of KPS Capital Partners. The Stalking Horse Bidder has executed a stock and asset purchase agreement (the “**Stalking Horse Agreement**”) ⁴ for the purchase of substantially all of the Assets and the Equity Interests (the “**Stalking Horse Bid**”). The Stalking Horse Bid is subject to higher or otherwise better offers submitted in accordance with the terms and provisions of the Bidding Procedures.

C. Important Dates and Deadlines

- **Bid Deadline**. Any person or entity interested in participating in the Auction for the sale of the Debtors’ business must submit a Qualified Bid (as defined in the Bidding Procedures) on or before **August 28, 2020, at 5:00 p.m. (prevailing Central Time)** (the “**Bid Deadline**”).
- **Auction**. If the Debtors receive more than one Qualified Bid (in addition to the Stalking Horse Bid), the Debtors will conduct the Auction, which has been scheduled for

³ To the extent of any inconsistencies between the Bidding Procedures and the summary descriptions of the Bidding Procedures in this notice, the terms in the Bidding Procedures shall control in all respects.

⁴ A copy of the Stalking Horse Agreement is attached as **Exhibit D** to the Bidding Procedures Order.

September 1, 2020, at 10:00 a.m. (prevailing Eastern Time) at the offices of Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153 (or virtually pursuant to procedures to be filed by the Debtors on the Bankruptcy Court’s docket prior to the Auction) or such other, date, time, and location as shall be timely communicated to all entities entitled to attend the Auction.

- **Sale Objection Deadline.** Objections to the sale (a “**Sale Objection**”), including any objection to the sale of the Debtors’ business free and clear of liens, claims, interests, and encumbrances pursuant to sections 363(f) of the Bankruptcy Code and/or entry of the Sale Order, must be (i) filed in accordance with the Bidding Procedures, (ii) filed with the Bankruptcy Court, and (iii) served on the Objection Notice Parties (as defined herein) on or before **September 9, 2020, at 5:00 p.m. (prevailing Central Time)** (the “**Sale Objection Deadline**”).
- **Sale Hearing.** A hearing to approve and authorize the sale of the Debtors’ business to the Successful Bidder (which may be the Stalking Horse Bidder) will be held before the Court on or before **September 15, 2020, at 9:30 a.m. (prevailing Central Time)** or such other date as determined by the Court.

D. Filing Objections

Sale Objections, if any, must (i) be in writing, (ii) state, with specificity, the legal and factual bases thereof, (iii) comply with the Bankruptcy Code and Bankruptcy Rules, (iv) be filed with the Court by no later than the Sale Objection Deadline, and (v) be served on (a) the Debtors, 12301, West Wirth Street, Wauwatosa, Wisconsin 53222 (Attn: Kathryn M. Buono, Esq.); (b) counsel for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10053 (Attn: Ronit J. Berkovich, Esq., Debora A. Hoehne, Esq., and Martha E. Martir, Esq.) and Carmody MacDonald P.C., 120 S. Central Ave., Suite 1800, St. Louis, Missouri 63105 (Attn: Robert E. Eggmann, Esq., Christopher J. Lawhorn, Esq., and Thomas H. Riske, Esq.); (c) counsel for the Stalking Horse Bidder, Kirkland & Ellis LLP, 300 N. LaSalle, Chicago, IL 60654 (Attn: Chad Husnick, P.C., Esq. and Gregory F. Pesce, Esq.); (d) proposed counsel to the Official Committee of Unsecured Creditors appointed in the Debtors’ chapter 11 cases (the “**Creditors’ Committee**”), Brown Rudnick LLP, Seven Times Square, New York, NY 10036 (Attn: Robert J. Stark, Esq., Oksana P. Lashko, Esq., and Andrew Carty, Esq.); (e) counsel for the ABL Agent and DIP Agent, Latham & Watkins LLP (Attn: Peter P. Knight, Esq. and Jonathan C. Gordon, Esq.); (f) counsel for Wilmington Trust, N.A., as successor indenture trustee under the Senior Notes, Pryor Cashman LLP (Attn: Seth H. Lieberman, Esq. and David W. Smith, Esq.); (g) counsel for the United States Trustee for the Eastern District of Missouri (Attn: Sirena T. Wilson, Esq.); and (h) the United States Attorney’s Office for the Eastern District of Missouri (collectively, the “**Objection Notice Parties**”) (collectively, the “**Objection Notice Parties**”).

Additional Information

The Bidding Procedures set forth the requirements for becoming a Qualified Bidder and submitting a Qualified Bid, and any party interested in making an offer to purchase the Debtors’ business must comply with the Bidding Procedures. Only Qualified Bids will be considered by the Debtors, in accordance with the Bidding Procedures.

Any party interested in submitting a bid for the Assets and the Equity Interests should contact the Debtors' investment banker, Houlihan Lokey Capital, Inc. (Attn: ProjectBadger@hl.com), and legal advisor, Weil, Gotshal & Manges LLP (Attn: Project.Badger.Weil@weil.com), as soon as possible.

Copies of the Motion, the Bidding Procedures Order, and the Bidding Procedures, as well as all related exhibits, including the Stalking Horse Agreement and all other agreements filed with the Court, may be obtained free of charge at the website dedicated to the Debtors' chapter 11 cases maintained by their claims and noticing agent, Kurtzman Carson Consultants LLC, located at <http://www.kccllc.net/Briggs> or can be requested by e-mail at BriggsInfo@kccllc.com.

Reservation of Rights

Except as otherwise set forth herein and in the Bidding Procedures, the Debtors reserve the right to, in their reasonable business judgment, in a manner consistent with their fiduciary duties and applicable law, and in consultation with the Consultation Parties, to modify the Bidding Procedures; waive terms and conditions set forth therein with respect to all Potential Bidders; extend the dates and deadlines set forth therein; announce at the Auction any modified or additional procedures for conducting the Auction; provided, that the Debtors shall not be authorized to make material modifications to the Bidding Procedures without further order of the Court. The Debtors may provide reasonable accommodations to any Potential Bidder(s) with respect to such terms, conditions, and deadlines of the bidding and Auction process to promote further bids on the Debtors' business, in each case, to the extent not materially inconsistent with the Bidding Procedures and the Bidding Procedures Order. All parties reserve their rights to seek Bankruptcy Court relief with regard to the Auction, the Bidding Procedures, and any related items (including, if necessary, to seek an extension of the Bid Deadline).

FAILURE TO ABIDE BY THE BIDDING PROCEDURES, THE BIDDING PROCEDURES ORDER, OR ANY OTHER ORDER OF THE BANKRUPTCY COURT IN THESE CHAPTER 11 CASES MAY RESULT IN THE REJECTION OF YOUR BID. THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER BY THE SALE OBJECTION DEADLINE SHALL FOREVER BAR SUCH PERSON OR ENTITY FROM ASSERTING ANY OBJECTION TO THE MOTION, THE SALE ORDER, THE PROPOSED SALE TRANSACTION, OR THE DEBTORS' CONSUMMATION OF THE STALKING HORSE AGREEMENT OR ANY OTHER PURCHASE AGREEMENT EXECUTED BY THE DEBTORS AND A SUCCESSFUL BIDDER AS A RESULT OF THE AUCTION.

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Dated: August 20, 2020
St. Louis, Missouri

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

*Local Counsel to the Debtors and
Debtors in Possession*

-and-

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

*Counsel to the Debtors
and Debtors in Possession*