

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.	§	

**THIRD SUPPLEMENTAL DECLARATION OF PATRICK G. QUICK IN SUPPORT OF APPLICATION OF DEBTORS FOR AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF FOLEY & LARDNER LLP AS SPECIAL COUNSEL FOR THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

I, Patrick G. Quick, declare, under penalty of perjury, that the following is true and correct to the best of my knowledge and belief:

1. I am a partner of the law firm of Foley & Lardner LLP (“**Foley**”), an international law firm with offices across the United States and in Brussels, Belgium; Tokyo, Japan; and Mexico City, Mexico. I am admitted, practicing, and a member in good standing of the bar of the State of Wisconsin. There are no disciplinary proceedings pending against me.

2. I submit this third supplemental declaration (this “**Third Supplemental Declaration**”) to supplement the disclosures contained in my (i) initial declaration, dated July 20, 2020 (the “**Initial Declaration**”), (ii) supplemental declaration, dated August 7, 2020 [Docket No. 328] (the “**Supplemental Declaration**”), and (iii) second supplemental declaration, dated September 3, 2020 [Docket No. 726] (the “**Second Supplemental Declaration**,” and together with the Initial Declaration and Supplemental Declaration, the “**Previous Declarations**”) in support of the *Application of Debtors for an Order Authorizing the Retention and Employment of Foley & Lardner LLP as Special Counsel for the Debtors Effective as of the Petition Date*



(the “**Application**”) [Docket No. 33].<sup>1</sup> This Third Declaration has been prepared in accordance with paragraph 14 of the Initial Declaration, which provides that Foley will supplement the disclosures in the Initial Declaration to the extent required if new relevant facts or relationships are discovered or arise during these Chapter 11 Cases.

3. Except as otherwise indicated, all facts set forth in this Third Supplemental Declaration are based upon my personal knowledge, information supplied to me by other Foley personnel, or my review of relevant documents.

#### **Foley’s Supplemental Conflicts Check**

4. Subsequent to the filing of the Previous Declarations, the Debtors and their advisors updated the Debtors’ parties in interest list to add certain other parties in interest to include Notice of Appearance Parties/Interested Parties. In accordance with the procedures described in the Application and in paragraph 14 of the Initial Declaration, Foley has reviewed the updated parties-in-interest list and conducted additional searches within its records to include these additional parties and other parties in interest. These additional parties are identified on **Appendix 1** attached hereto.

5. Based on these additional searches, Foley hereby supplements its prior disclosures to disclose that Foley previously has represented, currently represents, and may represent in the future the entities (or their affiliates) set forth on **Appendix 2** attached hereto in matters unrelated to these Chapter 11 Cases. To the best of my knowledge, information, and belief, neither Foley nor any of its professional personnel has any relationship with the entities identified on **Appendix 2** that would impair Foley’s ability to perform services for the Debtors with respect to the matters on which Foley is employed.

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<sup>1</sup> Capitalized terms used but not defined herein have the meanings given to them in the Application.

**Additional Specific Disclosures**

6. In addition to the disclosures made in **Appendix 2**, I also believe that the following warrant disclosure:

- (a) On August 21, 2020, the Official Committee of Unsecured Creditors appointed in these Chapter 11 Cases served the *Official Committee of Unsecured Creditors' First Request for the Production of Documents to Briggs & Stratton Corporation* (the "**UCC Document Request**") via electronic mail on Weil and Carmody. Upon discussing the division of responsibilities with Weil and the Debtors' other professionals, Foley took primary responsibility for handling the Debtors' responses and objections to the UCC Document Request. In connection therewith, Foley and Weil stayed in close coordination to avoid duplication of services.
- (b) Just prior to the closing of the sale of substantially all of the Debtors' assets on September 21, 2020 (the "**Closing**") to an affiliate of KPS Capital Partners, LP ("**KPS**"), Foley was asked to perform legal services for both the Debtors and KPS with respect to the documentation of a new floorplan financing agreement with Wells Fargo Commercial Distribution Finance, LLC and Wells Fargo Capital Finance Corporation Canada (collectively, "**Wells Fargo**"), including a separate agreement to terminate the Debtors' existing floorplan financing agreement with Wells Fargo. On September 17, 2020, Foley obtained conflict waivers from both the Debtors and KPS regarding conflicts that could arise in the course of representing both the Debtors and KPS in connection with the Wells Fargo agreements.
- (c) Subsequent to the Closing, Foley was asked to perform a variety of legal services for the new, post-Closing operating entity, Briggs & Stratton, LLC ("**New Briggs**"). These legal services (the "**New Services**") are substantially similar to, and in some respects a continuation of, Represented Matters that Foley had historically handled for the Debtors prior to the Petition Date. Foley's representation of New Briggs will be in matters wholly unrelated to the matters for which Foley has been retained in the Chapter 11 Cases. If a dispute were to arise between New Briggs and the Debtors, Foley would not represent New Briggs with respect to that matter.
- (d) The New Services include, among other things, legal services related to (i) New Briggs's new floorplan financing arrangement with Wells Fargo and the negotiation of hedging arrangements with New Briggs's lenders; (ii) patent and trademark application preparation and prosecution, intellectual property agreements, intellectual property clearance activities (*e.g.*, freedom to operate assessments and opinions), and intellectual property disputes (*e.g.*, when accused of infringement or when assessing whether another party is infringing); and (iii) commercial contracts, including supply agreements, distribution and dealer agreements, sponsorship agreements, and other commercial agreements.

7. Based on the conflicts search conducted to date and described herein or in the Previous Declarations, to the best of my knowledge, none of Foley or any partner, senior counsel, or associate thereof, insofar as I have been able to ascertain, represents or holds any interest adverse to the Debtors or their estates with respect to the matters on which Foley is employed, except as disclosed or otherwise described herein or in the Previous Declarations.

**Additional Compensation Received by Foley from the Debtors**

8. After the Petition Date, pursuant to the authority granted to it under Paragraph 4 of the *Order Authorizing the Retention and Employment of Foley & Lardner LLP as Special Counsel for the Debtors* [Docket No. 509], Foley applied a portion of the remaining amount of the Advance Payments to satisfy certain invoices for prepetition fees and expenses that had not been processed in Foley's accounting system as of the Petition Date. Specifically, after the Petition Date, Foley applied a portion of the Advance Payments to satisfy \$192,890.53 of prepetition fees and expenses in connection with those unprocessed invoices. I have been informed and believe that, as of the date hereof, the remaining amount of the Advance Payments is \$434,495.47. Before seeking compensation from the Debtors, Foley will apply this amount with respect to the payment of postpetition fees and expenses authorized to be paid in these Chapter 11 Cases.

9. To the extent any information disclosed herein requires amendment, modification, or supplementation as additional relevant facts become available to Foley, a further supplemental declaration will be submitted to this Court reflecting such additional information.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true  
and correct to the best of my information, knowledge, and belief.

Dated: September 25, 2020  
Milwaukee, Wisconsin

/s/ Patrick G. Quick  
Patrick G. Quick  
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**Appendix 1**

**Additional Parties**

**Notice of Appearance Parties / Interested Parties**

AMERICANA DEVELOPMENT, INC., D/B/A MARTIN WHEEL  
AMERICANA DEVELOPMENT, INC., D/B/A MONITOR MANUFACTURING  
AMY CRAIG  
ANDREAS STIHL AG & CO. KG  
ARIBA, INC.  
BLACK & DECKER (U.S.), INC.  
CONCUR TECHNOLOGIES, INC.  
DEAMERTEK CORPORATION INC.  
DIANA CRAIG  
EXMARK MANUFACTURING COMPANY, INC.  
FLAMBEAU, INC.  
KENDA GROUP  
KOOIMA COMPANY  
LATHROP GPM LLP ON BEHALF OF EXMARK MANUFACTURING COMPANY, INC.  
PYROTEK INCORPORATED  
QUALTRICS LLC  
SAP AMERICA, INC. AND ITS AFFILIATES  
STACY GREER  
STANLEY BLACK & DECKER, INC.  
STATE STEEL SUPPLY COMPANY  
STIHL TIROL GMBH  
SUMMERS COMPTON WELLS LLC ON BEHALF OF JONES PLASTIC AND  
ENGINEERING COMPANY, LLC  
TAMMY D. LLOYD  
TOYOTA INDUSTRIES COMMERCIAL FINANCE, INC.  
UNITED STEELWORKERS OF AMERICA, AFL-CIO-CLC  
ZAMA CORPORATION LTD.

**Appendix 2**

**Supplemental List of Connections**

<b>Entity Name</b>	<b>Current Foley Client</b>	<b>Former Foley Client</b>	<b>Name of Entity or Affiliated Entity that is/was a Foley Client</b>
ANDREAS STIHL AG & CO. KG		X*	ANDREAS STIHL; FIRMA ANDREAS STIHL
BLACK & DECKER (U.S.), INC.	X*	X	STANLEY BLACK & DECKER INC
FLAMBEAU, INC.		X	
KENDA GROUP	X*		KENDA CAPITAL BV
SAP AMERICA, INC. AND ITS AFFILIATES		X	
STANLEY BLACK & DECKER, INC.	X		
SUMMERS COMPTON WELLS LLC ON BEHALF OF JONES PLASTIC AND ENGINEERING COMPANY, LLC		X*	JONES PLASTIC & ENGINEERING DE MONTERREY SA DE CV
TOYOTA INDUSTRIES COMMERCIAL FINANCE, INC.	X*		TOYOTA INDUSTRIES CORPORATION; TOYOTA INDUSTRIES NORTH AMERICA INC.; TOYOTA MATERIAL HANDLING USA INC

\* Denotes individual parties in interest whose names appear in Foley's client database, but who may be the same individual or entity as the party identified in the party in interest list.