

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re: BRIGGS & STRATTON CORPORATION, et al., Debtors.1
Chapter 11
Case No. 20-43597-399
(Joint Administration Requested)
Hearing Date: July 21, 2020
Hearing Time: 10:00 a.m. (Central Time)
Hearing Location: Courtroom 5 North
111 S. 10th St., St. Louis, MO 63102

MOTION OF DEBTORS FOR ORDER (I) EXTENDING THE TIME TO FILE SCHEDULES AND STATEMENTS; (II) EXTENDING THE TIME TO SCHEDULE THE MEETING OF CREDITORS; (III) WAIVING THE REQUIREMENTS TO FILE EQUITY LISTS AND PROVIDE NOTICE TO EQUITY SECURITY HOLDERS; (IV) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED LIST OF THE DEBTORS' THIRTY (30) LARGEST UNSECURED CREDITORS (V) AUTHORIZING THE DEBTORS TO FILE A CONSOLIDATED AND REDACTED CREDITOR MATRIX; AND (VI) APPROVING THE MANNER OF SERVICE OF NOTICE OF CASE COMMENCEMENT

Briggs & Stratton Corporation and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), respectfully represent as follows in support of this motion (the "Motion"):

Background

1. On the date hereof (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. No trustee,

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are: Briggs & Stratton Corporation (2330), Billy Goat Industries, Inc. (4442), Allmand Bros., Inc. (4710), Briggs & Stratton International, Inc. (9957), and Briggs & Stratton Tech, LLC (2102). The address of the Debtors' corporate headquarters is 12301 West Wirth Street, Wauwatosa, Wisconsin 53222.



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examiner, or statutory committee of creditors has been appointed in these chapter 11 cases. The Debtors have also filed a motion requesting joint administration of their chapter 11 cases 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**”).

2. The Debtors, combined with their non-Debtor affiliates (collectively, the “**Company**”), are the world’s largest producer of gasoline engines for outdoor power equipment and a leading designer, manufacturer and marketer of power generation, pressure washer, lawn and garden, turf care and job site products. The Company’s products are marketed and serviced in more than 100 countries on six continents through 40,000 authorized dealers and service organizations. Additional information regarding the Debtors’ business and capital structure and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of Jeffrey Ficks, Financial Advisor of Briggs & Stratton Corporation, in Support of the Debtors’ Chapter 11 Petitions and First Day Relief*, sworn to on the date hereof (the “**Ficks Declaration**”),² which has been filed with the Court contemporaneously herewith and is incorporated by reference herein.

Jurisdiction

3. 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Ficks Declaration.

Relief Requested

4. By this Motion, the Debtors seek entry of an order (the “**Proposed Order**”),³ pursuant to sections 105, 341 and 521 of the Bankruptcy Code, Bankruptcy Rules 1007, 2002 and 2003(a), and Local Rules 1007-6(A), 1007-7, 1009 and 2002-2, (i) extending the time to file the Debtors’ schedules of assets and liabilities and statements of financial affairs (the “**Schedules and Statements**”), (ii) extending the time to schedule the meeting of creditors (the “**Section 341 Meeting**”), (iii) waiving the requirements to file equity lists and provide notice to equity security holders, (iv) authorizing the Debtors to file a consolidated list of the Debtors’ thirty (30) largest unsecured creditors, (v) authorizing the Debtors to file a consolidated and redacted creditor matrix, and (vi) approving the Manner of Service of the Notice of Case Commencement.

Basis for Requested Relief

A. Schedules, Related Documents, and Section 341 Meeting

5. Schedules and Statements: Section 521 of the Bankruptcy Code and Bankruptcy Rule 1007(b) require the Debtors to file their Schedules and Statements within fourteen (14) days after the Petition Date. *See* 11 U.S.C. § 521; Fed. R. Bankr. P. 1007(c). Bankruptcy Rule 1007(c) together with Bankruptcy Rule 9006(b) allows the Court to extend the filing deadline for the Schedules and Statements “for cause shown.” Fed. R. Bankr. P. 9006(b). Similarly, Local Rule 1007-6(A) provides for extending the filing deadline for Schedules and Statements.

6. Good cause exists for granting an extension of the time to file Schedules and Statements. To prepare the Schedules and Statements, the Debtors must compile information from books, records, and documents relating to the claims of the Debtors’ numerous creditors, as

³ Copies of the Proposed Order will be made available on the Debtors’ case information website at <http://www.kccllc.net/Briggs>.

well as the Debtors' many assets and contracts. This information is voluminous and collecting it requires an enormous expenditure of time and effort on the part of the Debtors, their employees, and their professional advisors in the near term. Given the critical matters to be addressed at the outset of these cases, the Debtors' resources would be best used to maintain the stability of the Debtors' business operations.

7. As further explained in the Ficks Declaration, the Debtors and their professionals have spent the months preceding the commencement of these Chapter 11 Cases endeavoring to improve their existing financial arrangements, and engaging in negotiations over the potential terms of their restructuring.

8. While the Debtors, with the help of their professional advisors, are working diligently and expeditiously on the preparation of the Schedules and Statements, resources have been attenuated. Not only have the same employees with the expertise to complete the Schedules and Statements been focused on the commencement of the Chapter 11 Cases, they have also been significantly occupied by numerous other restructuring workstreams.

9. Due to the quantity of work necessary to complete the Schedules and Statements and the competing demands upon the Debtors' employees and professionals to assist in matters critical to the Debtors' reorganization efforts, the Debtors will not be able to properly and accurately complete the Schedules and Statements within the required fourteen (14) day time period.

10. At present, the Debtors anticipate that they will require at least sixteen (16) additional days to complete their Schedules and Statements. The Debtors therefore request that the Court extend the fourteen (14) day time period for an additional sixteen (16) days, up to and including August 18, 2020, without prejudice to the Debtors' right to seek further extensions.

11. The Debtors submit that the immense volume of information that must be assembled and compiled, the numerous separate locations where the information exists, and the potentially hundreds of employee and professional hours required to complete the Schedules and Statements constitute good and sufficient cause for granting the requested extension of time. In addition, employee efforts during the initial post-petition period are critical, and the Debtors must devote their time and attention to business operations and the postpetition sale process to maximize the value of the Debtors' estates in the early days of these chapter 11 cases.

12. Importantly, the Debtors' proposed bidding procedures filed contemporaneously herewith require the Debtors to file cure notices on all non-Debtor contract counterparties by August 13, 2020. At present, the Debtors anticipate needing to schedule approximately 30,000 executory contracts and unexpired leases on the Debtors' cure notices. The extension proposed by Debtors provides an additional week to prepare and file the Schedules and Statements.

13. Similar relief to that requested here has been granted by this Court in other Chapter 11 cases. *See, e.g., In re Payless Holdings LLC*, No. 19-40883 (KAS) (Bankr. E.D. Mo. Feb. 22, 2019) [Docket No. 192] (granting a twenty-eight (28) day extension); *In re Foresight Energy LP*, No. 20-41308 (KAS) (Bankr. E.D. Mo. Nov. 8, 2017) [Docket No. 142] (granting a nineteen (19) day extension); *In re Peabody Energy, Corp.*, No. 16-42529 (BSS) (Bankr. E.D. Mo. April 15, 2016) [Docket No. 116] (granting a forty-six (46) day extension); *In re Abengoa Bioenergy US Holdings, LLC*, No. 16-41161 (KAS) (Bankr. E.D. Mo. Mar. 4, 2016) [Docket No. 87] (granting a thirty (30) day extension); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. February 10, 2016) [Docket No. 82] (granting a thirty-five (35) day extension); *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No. 76]

(granting a forty-five (45) day extension); *In re Bakers Footwear Grp., Inc.*, No. 12-49658-705 (CER) (Bankr. E.D. Mo. Oct. 5, 2012) [Docket No. 51] (granting a thirty (30) day extension); *In re Dry Ice, Inc.*, No. 05-49452 (BSS) (Bankr. E.D. Mo. Jul. 11, 2005) [Docket No. 18] (granting a thirty (30) day extension).

14. Section 341 Meeting: Bankruptcy Rule 2003(a) provides that in a chapter 11 case the U.S. Trustee “shall call a meeting of creditors to be held no fewer than 21 and no more than 40 days after the order for relief.” Fed. R. Bankr. P. 2003(a). However, Local Rule 1007-6(A) allows the U.S. Trustee to reschedule the Section 341 Meeting if the Court extends the time for filing the Schedules and Statements to a date that is less than ten (10) days before the Section 341 Meeting. To the extent the U.S. Trustee wishes to schedule the Section 341 Meeting on a date that is more than forty (40) days after the Petition Date, the Debtors also request that the Court authorize the U.S. Trustee to do so. Similar relief to that requested here has been granted by this Court in other Chapter 11 cases. *See, e.g., In re Payless Holdings LLC*, No. 19-40883 (KAS) (Bankr. E.D. Mo. Feb. 22, 2019) [Docket No. 192] (authorizing the U.S. Trustee to schedule the Section 341 Meeting after the forty day deadline); *In re Foresight Energy LP*, No. 20-41308 (Bankr. E.D. Mo. Nov. 8, 2017) [Docket No. 142] (same); *In re Peabody Energy, Corp.*, No. 16-42529 (BSS) (Bankr. E.D. Mo. April 15, 2016) [Docket No. 116] (same); *In re Abengoa Bioenergy US Holdings, LLC*, No. 16-41161 (Bankr. E.D. Mo. Mar. 4, 2016) [Docket No. 87] (same); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. February 10, 2016) [Docket No. 82] (same); *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No. 76] (same).

15. As set forth herein, cause exists to extend the time by which the Debtors may file their Schedules and Statements.

B. Equity List and Notice to Equity Security Holders

16. Under Bankruptcy Rule 1007(a)(3), the Debtors are required to file a list of equity holders (collectively, the “**Equity List**”) “within 14 days after entry of the order for relief.” Fed. R. Bankr. P. 1007(a)(3). Under Bankruptcy Rule 2002(d), unless otherwise ordered by the Court, the Debtors are required to give notice of the order for relief to all equity security holders.

17. As provided in the Ficks Declaration, the Debtor Briggs & Stratton Corporation (“**Briggs & Stratton**”) is a publicly held company. As of June 30, 2020, Briggs & Stratton had approximately 42.5 million outstanding shares of publically held common stock. Each of the other Debtors has disclosed each of its equity security holders in the corporate ownership statements filed with their respective petitions. The Debtors submit that preparing a list of the equity security holders of Briggs & Stratton with last known addresses and sending notices to all parties on that Equity List would be extremely expensive and time-consuming.

18. The Debtors further submit that, to the extent it is determined that equity security holders are entitled to distributions from the Debtors’ estates, those parties will be provided with notice of the bar date and will have an opportunity to assert their interests at such time. Thus, equity security holders will not be prejudiced.

19. In addition, the Debtors propose to publish, as soon as practicable after the commencement of these chapter 11 cases, the notice of commencement in the national edition of the *USA Today*; the *Milwaukee Journal Sentinel*, a Milwaukee, Wisconsin newspaper; and the *St. Louis Dispatch*, a St. Louis, Missouri newspaper. The Debtors are confident that this publication, coupled with the national attention these chapter 11 cases will surely receive, will most likely reach the equity security holders.

20. This Court has granted similar relief in other large chapter 11 cases. *See, e.g., In re Peabody Energy, Corp.*, No. 16-42529 (BSS) (Bankr. E.D. Mo. April 15,

2016) [Docket No. 116]; *In re Noranda Aluminum, Inc.* No. 16-10083 (BSS) (Bankr. E.D. Mo. Feb 10, 2016) [Docket No. 82]; *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No. 76]; *In re Bakers Footwear Grp., Inc.*, Case No. 12-49658-705 (CER) (Bankr. E.D. Mo. Oct. 5, 2012) [Docket No. 51].

21. In light of the foregoing, the Debtors submit that ample cause exists for the Court to waive the requirement under Bankruptcy Rule 1007(a)(3) to file the Equity Lists and the requirement under Bankruptcy Rule 2002(d) to send notice of the order for relief to all equity security holders of the Debtors.

C. Consolidated List of the Debtors' Largest Unsecured Creditors

22. Pursuant to Bankruptcy Rule 1007(d), a debtor must file “a list containing the name, address and claim of the creditors that hold the 20 largest unsecured claims, excluding insiders.” Fed. R. Bankr. P. 1007(d).

23. Here, numerous creditors are shared amongst the Debtors. Compiling separate top twenty (20) creditor lists for each individual Debtor would consume an excessive amount of the Debtors' scarce time and resources. Accordingly, the Debtors request authority to file a single, consolidated list of their thirty (30) largest general unsecured creditors.

24. Moreover, because the Debtors will request the U.S. Trustee to appoint a single official committee of unsecured creditors in these chapter 11 cases, a consolidated list of the Debtors' largest creditors will better represent the Debtors' most significant unsecured creditors. As such, the Debtors believe that filing a single, consolidated list of the largest unsecured creditors in these chapter 11 cases is appropriate.

25. Similar relief has been granted in other chapter 11 cases in this Court and other jurisdictions. *See, e.g., In re Payless Holding LLC*, No. 19-40883 (KAS) (Bankr. E.D. Mo. Feb 22, 2019) [Docket No. 193] (authorizing the filing of a consolidated list of the 50 largest

unsecured creditors); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. Feb. 10, 2016) [Docket No. 82] (authorizing the filing of a consolidated list of the 30 largest unsecured creditors); *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No. 74] (authorizing the filing of a consolidated list of the 30 largest unsecured creditors); *In re Alpha Natural Res., Inc.*, No. 15-33896 (KRH) (Bankr. E.D. Va. Aug. 5, 2015) [Docket No. 94] (authorizing the filing of a consolidated list of the 50 largest unsecured creditors); *In re Sabine Oil & Gas Corp.*, No. 15-11835 (SCC) (Bankr. S.D.N.Y. July 16, 2015) [Docket No. 49] (authorizing the filing of a consolidated list of the 30 largest unsecured creditors); *In re Walter Energy, Inc.*, No. 15-02741 (TOM) (Bankr. N.D. Ala. July 15, 2015) [Docket No. 58] (authorizing the filing of a consolidated list of the 50 largest unsecured creditors); *In re RadioShack Corp.*, No. 15-10197 (KJC) (Bankr. D. Del. Feb. 9, 2015) [Docket No. 166] (authorizing the filing of a consolidated list of the 50 largest unsecured creditors); *In re NII Holdings, Inc.*, No. 14-12611 (SCC) (Bankr. S.D.N.Y. Sept. 16, 2014) [Docket No. 27] (authorizing the filing of a consolidated list of the 20 largest unsecured creditors); *In re James River Coal Co.*, No. 14-31848 (KRH) (Bankr. E.D. Va. Apr. 10, 2014) [Docket No. 254] (authorizing the filing of a consolidated list of the 30 largest unsecured creditors).

26. In addition, under section 105(a) of the Bankruptcy Code, “[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).

27. Based on the foregoing, the Debtors submit that ample cause exists to authorize the Debtors’ to file a consolidated list of their largest unsecured creditors.

D. Consolidated and Redacted Creditor Matrix

28. Section 521(a) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), and Local Rules 1002(C) and 1007-7 require a debtor in a voluntary chapter 11 case to file a list

containing the name and complete address of each creditor. Further, Local Rule 1007-7(A), the Procedures Manual accompanying the Local Rules, the CM/ECF Administrative Procedures, and the Court's *Instructions for CM/ECF Matrix* (collectively, the "**Creditor Matrix Procedures**") require, among other things, that each of the Debtors file a Creditor Matrix listing the name and address of each creditor of the particular Debtor.

29. The Debtors have contemporaneously filed a motion, pursuant to 28 U.S.C. § 156(c), for an order authorizing the appointment of Kurtzman Carson Consultants, LLC ("**KCC**") as claims and noticing agent in these chapter 11 cases. *See* 11 U.S.C. § 156(c) (authorizing the use of non-court services for noticing, subject to certain limits and restrictions).

30. The Debtors, working together with the Proposed Notice and Claims Agent, are in the process of preparing a single, consolidated list of all the Debtors' creditors (the "**Creditor Matrix**") in electronic format. In lieu of filing individual and reformatted creditor matrices for each Debtor in accordance with the Creditor Matrix Procedures, the Debtors are prepared to submit to the Clerk of the Court and the U.S. Trustee both a redacted and an unredacted Creditor Matrix in electronic format (or make available in non-electronic form at such requesting party's sole cost and expense).

31. Permitting the Debtors to file a consolidated Creditor Matrix would reduce the risk of error and allow the Debtors' to direct resources to critical matters in these cases.

32. Additionally, the complete Creditor Matrix for the Debtors' cases includes the names and addresses of the Debtors' employees and directors. Further, additional employees and directors of the Debtors may be added to the Creditor Matrix through the future filing of an Amended Creditor Matrix under Local Rule 1009.

33. If the Debtors are required to file an unredacted copy of the Debtors' Creditor Matrix, a substantial number of individuals would be at risk of having personally identifiable information disclosed publicly, without their knowledge or consent. To protect the confidentiality of the home addresses, telephone numbers and other personal information of the Debtors' employees and directors, the Debtors request authority to file a redacted copy of the Creditor Matrix, and redacted copies of any Amended Creditor Matrix.

34. The Debtors have conferred with the Clerk of the Court's Office and have been instructed that the following procedures (the "**Procedures**"), if approved by the Court, would be appropriate:

- i. The Debtors will file a redacted copy of the Creditor Matrix;
- ii. An unredacted copy of the Creditor Matrix will be provided to the Clerk of the Court's Office within two (2) business days thereafter;
- iii. For each Amended Creditor Matrix, if any, the Debtors will file a redacted copy of the Amended Creditor Matrix and will provide an unredacted copy of the Amended Creditor Matrix, along with a memorandum identifying the changes made by the amendment, to the Clerk of the Court's Office within two (2) business days thereafter.

35. This Court has the authority to grant the relief requested in this Motion pursuant to 11 U.S.C. § 107(c) which gives the Court authority to protect an individual from undue risk of identity theft caused by the disclosure of certain types of identifying information. 11 U.S.C. § 107(c)(1)(A).

36. Similar relief authorizing the filing of a redacted creditor matrix has recently been granted by this Court in other large chapter 11 cases filed in this district. *See, e.g., In re*

Payless Holdings LLC, No. 17-42267 (KAS) (Bankr. E.D. Mo. Apr. 5, 2017) [Docket No. 64] (authorizing debtors to file redacted creditor mailing matrix and approving procedures similar to those requested herein); *In re Peabody Energy Corp.*, No. 16-42529 (BSS) (Bankr. E.D. Mo. Apr. 15, 2016) [Docket No. 119] (authorizing the filing of a redacted creditor matrix); *In re Abengoa Bioenergy US Holding, LLC*, No. 16- 41161 (Bankr. E.D. Mo. Mar. 4, 2016) [Docket No. 89] (same); *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. Feb. 10, 2016) [Docket No. 86] (same); *In re Arch Coal, Inc.*, No. 16-40120 (CER) (Bankr. E.D. Mo. Jan. 13, 2016) [Docket No. 74] (same).

37. In light of the foregoing, the Debtors' submit that cause exits to authorize the Debtors to file a consolidated Creditor Matrix and to redact from the Creditor Matrix the home addresses, telephone numbers and other personal information of any of its employees and directors because such information could be used to perpetrate identity theft.

E. Manner of Service of the Notice of Commencement of Case

38. Pursuant to Local Rule 2002-2(A), the Court may designate a debtor-in-possession or other party to provide notice where the interests of justice and efficiency are served. L.R. 2002-2(A).

39. Debtors request authority for KCC to serve the notice of case commencement entered by the Court in the Debtors' chapter 11 cases, as is required by Section 342(a) of the Bankruptcy Code and Bankruptcy Rule 2002(a) (the "**Notice of Case Commencement**").

40. Specifically, Debtors proposed that the Court authorize KCC to serve the Notice of Case Commencement by regular, first-class mail, postage prepaid, on those entities entitled to receive notice pursuant to Bankruptcy Rule 2002(a) and Local Rule 2002-1 no later than two days after such Notice is entered by the Court in these chapter 11 cases.

41. Allowing KCC to assist with the mailing and preparation of a consolidated creditor list will ease administrative burdens that otherwise fall on the Court and the U.S. Trustee.

42. For the foregoing reasons, allowing KCC to serve the Notice of Case Commencement is appropriate, and in the best interests of the Debtors, their estates, and all other parties in interest in these cases.

Reservation of Rights

43. 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, (ii) a waiver or limitation of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors' 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, (vi) an approval, assumption, adoption, or rejection of any agreement, contract, lease, program, or policy under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to dispute such claim subsequently.

Notice

44. Notice of this Motion will be provided to (i) the Office of the United States Trustee for the Eastern District of Missouri; (ii) the holders of the 30 largest unsecured claims against the Debtors on a consolidated basis; (iii) Latham & Watkins LLP (Attn: Peter P. Knight, Esq. and Jonathan C. Gordon, Esq.), as counsel to JPMorgan Chase Bank, N.A., as the administrative agent and collateral agent under the ABL Credit Facility and DIP Facility; (iv) Pryor Cashman LLP (Attn: Seth H. Lieberman, Esq. and David W. Smith, Esq.), as counsel

to Wilmington Trust, N.A., as successor indenture trustee under the Senior Notes; and (v) any other party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “**Notice Parties**”). Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 1007-6(A).

No Previous Request

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

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WHEREFORE the Debtors respectfully request 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: July 20, 2020
St. Louis, Missouri

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Robert E. Eggmann

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