

**IN THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION**

In re:

BRIGGS & STRATTON CORPORATION., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 20-43597-399
)
) (Jointly Administered)
)

**VERIFIED STATEMENT OF THE
AD HOC GROUP OF SENIOR NOTEHOLDERS
PURSUANT TO BANKRUPTCY RULE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), certain beneficial holders or the investment advisors or managers for certain beneficial holders as identified on Exhibit A hereto (collectively, the "Ad Hoc Group of Senior Noteholders") hereby submit this verified statement (this "Verified Statement"), and in support hereof state as follows:

1. On or about August 11, 2020, the Ad Hoc Group of Senior Noteholders retained Gibson, Dunn & Crutcher LLP ("Gibson Dunn") to represent them as counsel in connection with the chapter 11 cases of the above-captioned debtors (collectively, the "Debtors").

2. On or about August 13, 2020, the Ad Hoc Group of Senior Noteholders retained Husch Blackwell LLP ("Husch Blackwell") to serve as co-counsel.

3. As of the date of this Verified Statement, Gibson Dunn and Husch Blackwell represent (as such term is defined in Bankruptcy Rule 2019(a)(2)) the members of the Ad Hoc Group of Senior Noteholders in their capacities as holders of 6.875% senior unsecured notes due

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.



December 2020 (the “Senior Notes”) issued by Briggs & Stratton Corporation pursuant to that certain Indenture, dated as of December 20, 2010 (as amended, supplemented, and modified from time to time, the “Note Indenture”).

4. Gibson Dunn does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases. In addition to the Ad Hoc Group of Senior Noteholders, Husch Blackwell also represents the following unsecured creditors: Safety National Casualty Corporation, Allibusiness, LLC, the Milwaukee Brewers Baseball Club, and CFB Venture Fund. Gibson Dunn and Husch Blackwell do not represent the Ad Hoc Group of Senior Noteholders as a committee (as such term is used in the Bankruptcy Code and the Bankruptcy Rules) and do not undertake to represent the interests of, and are not fiduciaries for, any creditor, party in interest, or other entity that has not signed a retention agreement with Gibson Dunn or Husch Blackwell. In addition, the Ad Hoc Group of Senior Noteholders does not represent or purport to represent any other entities in connection with the Debtors’ chapter 11 cases. Each member of the Ad Hoc Group of Senior Noteholders does not represent the interests of, nor act as a fiduciary for, any person or entity other than the member of the Ad Hoc Group of Senior Noteholders in connection with the Debtors’ chapter 11 cases.

5. Upon information and belief formed after due inquiry, Gibson Dunn and Husch Blackwell do not hold any disclosable economic interests (as such term is defined in Bankruptcy Rule 2019(a)(1)) in relation to the Debtors.

6. The names and addresses of each of the members of the Ad Hoc Group of Senior Noteholders, together with the nature and amount of the disclosable economic interests held by each of them in relation to the Debtors, are set forth in **Exhibit A** attached hereto. The information set forth in **Exhibit A** is based on information provided to Gibson Dunn and Husch

Blackwell by the members of the Ad Hoc Group of Senior Noteholders and is intended only to comply with Bankruptcy Rule 2019 and not for any other purpose.

7. The undersigned verifies that the foregoing is true and correct to the best of its knowledge.

8. Nothing contained in this Verified Statement is intended or shall be construed to constitute: (i) a waiver or release of the rights of the members of the Ad Hoc Group of Senior Noteholders to have any final order entered by, or other exercise of the judicial power of the United States performed by, an Article III court; (ii) a waiver or release of the rights of the members of the Ad Hoc Group of Senior Noteholders to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (iii) consent to the jurisdiction of the Court over any matter; (iv) an election of remedy; (v) a waiver or release of any rights the members of the Ad Hoc Group of Senior Noteholders may have to a jury trial; (vi) a waiver or release of the right to move to withdraw the reference with respect to any matter or proceeding that may be commenced in these chapter 11 cases against or otherwise involving the members of the Ad Hoc Group of Senior Noteholders; or (vii) a waiver or release of any other rights, claims, actions, defenses, setoffs or recoupments to which the members of the Ad Hoc Group of Senior Noteholders are or may be entitled, in law or in equity, under any agreement or otherwise, with all such rights, claims, actions, defenses, setoffs or recoupments being expressly reserved.

9. The Ad Hoc Group of Senior Noteholders, through its undersigned counsel, reserves the right to amend or supplement this Verified Statement in accordance with the requirements of Bankruptcy Rule 2019 at any time in the future.

Dated: August 18, 2020
Saint Louis, Missouri

Respectfully submitted,

HUSCH BLACKWELL LLP

/s/ Marshall C. Turner

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- and -

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Counsel for the Ad Hoc Group of Senior Noteholders

EXHIBIT A

**Disclosable Economic Interests of Members of the
Ad Hoc Group of Senior Noteholders**

Name and Address	Principal Amount of Outstanding Senior Notes
Atalaya Capital Management One Rockefeller Plaza, 32nd Floor New York, NY 10020	\$23,592,000
Barings 300 South Tryon Street, Suite 2500 Charlotte, NC 28202	\$10,204,000
Cohanzick Management, LLC and Crossing Bridge Advisors, LLC 427 Bedford Road, Suite 230 Pleasantville, NY 10570	\$1,215,000
Whitebox Advisors LLC 3033 Excelsior Boulevard, Suite 500 Minneapolis, MN 55416	\$12,500,000

Certificate of Service

The undersigned hereby certifies that on this 18th day of August, 2020, the above and foregoing document was filed electronically using CM/ECF System and a true and correct copy of the above and foregoing was served on all parties participating in the CM/ECF system in this matter.

/s/ Marshall C. Turner
Marshall C. Turner