

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re:

BRIGGS & STRATTON
CORPORATION, *et al.*,

Debtors.

Case No. 20-43597

Chapter 11

Jointly Administered

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ENTRY OF AN ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS
328(a) AND 1103(a) AND BANKRUPTCY RULES 2014(a) AND 2016(b) APPROVING
THE EMPLOYMENT AND RETENTION OF BROWN RUDNICK, LLP AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the “**Committee**”), appointed on August 5, 2020, in the above-captioned chapter 11 cases of Briggs & Stratton Corporation and its debtor affiliates (collectively, the “**Debtors**”), submits this application (the “**Application**”), pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014 of the Local Rules of Bankruptcy Procedure of the United States Bankruptcy Court for the Eastern District of Missouri (the “**Local Rules**”), for entry of an order authorizing the retention and employment of Brown Rudnick, LLP (“**Brown Rudnick**”) as counsel for the Committee. In support of this Application, the Committee submits the Declaration of Oksana Lashko (the “**Lashko Declaration**”) attached hereto as Exhibit A, which is incorporated herein by reference. In further support of this Application, the Committee respectfully represents as follows:



JURISDICTION

1. This Court has jurisdiction over this Application under 28 U.S.C. § 1334. Venue of these cases is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rule 2014, and Local Rules 2014 and 9062.

BACKGROUND

3. The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code. The employer tax identification numbers and addresses for each of the Debtors are set forth in each of such Debtor's chapter 11 petitions.

4. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases (the "**Cases**").

5. On August 5, 2020, the Office of the United States Trustee appointed the Committee [Docket No. 304]. The Committee members include: (i) Pension Benefit Guaranty Corporation; (ii) Wilmington Trust N.A.; (iii) Thomas R. Savage; (iv) James E. Brenn; (v) Hoffer Plastics Corporation; and (vi) A R North America.

6. The Committee has retained the following advisors: Brown Rudnick as its legal counsel and Doster Ullom & Boyle, LLC ("**DUB**") as its local counsel.

RELIEF REQUESTED

7. By this Application, the Committee seeks to employ and retain Brown Rudnick, effective as of August 11, 2020, to represent the Committee as its local counsel in connection with the Debtors' Cases. The Committee respectfully requests entry of an order, pursuant to Bankruptcy Code section 328(a) and 1103(a), authorizing the Committee to employ and retain Brown Rudnick in these Cases.

BASIS FOR RELIEF REQUESTED

8. Bankruptcy Code section 328(a) empowers a committee appointed under Bankruptcy Code section 1102 to employ attorneys under Bankruptcy Code section 1103 under any reasonable terms and conditions with the court's approval. 11 U.S.C. § 328(a). Pursuant to Bankruptcy Code section 1103(b), an attorney employed to represent a committee may not, while employed by such committee, represent any other entity having an adverse interest in the case. 11 U.S.C. § 1103(b).

9. In connection with the proposed retention by the Committee in these Cases, Brown Rudnick reviewed the list of parties-in-interest provided by the Debtors. To the best of the Committee's knowledge, information and belief, and except as disclosed herein and in the Lashko Declaration, neither Brown Rudnick nor any of its attorneys has had or presently has any connections with the Debtors, their creditors, equity security holders, or any other party-in-interest, or their respective attorneys, accountants, or the United States Trustee, in any matters related to the Debtors or their estates. Brown Rudnick is a "disinterested person" as defined in the Bankruptcy Code.

10. Brown Rudnick has advised the Committee that Brown Rudnick may have in the past represented or opposed, may currently represent or oppose, and may in the future

represent or oppose, in matters wholly unrelated to the Debtors' pending Cases, entities that are claimants of the Debtors or other parties-in-interest (or vendors or service providers thereto) in these Cases. Brown Rudnick has not (except as disclosed in the Lashko Declaration) and will not represent such parties, or any of their affiliates or subsidiaries, in relation to the Committee, the Debtors, or these Cases.

11. The Committee seeks to retain Brown Rudnick as its counsel because of Brown Rudnick's legal experience and knowledge, and in particular, in debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. Subject to the direction of the Committee and further order of this Court, the professional services to be rendered by Brown Rudnick to the Committee will include the following:

- a. assisting and advising the Committee in its discussions with the Debtors and other parties-in-interest regarding the overall administration of these Cases;
- b. representing the Committee at hearings to be held before this Court and communicating with the Committee regarding the matters heard and the issues raised as well as the decisions and considerations of this Court;
- c. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- d. reviewing and analyzing pleadings, orders, schedules, and other documents filed and to be filed with this Court by interested parties in these Cases; advising the Committee as to the necessity, propriety, and impact of the foregoing upon these Cases; and consenting or objecting to pleadings or orders on behalf of the Committee, as appropriate;
- e. assisting the Committee in preparing such applications, motions, memoranda, proposed orders, and other pleadings as may be required in support of positions taken by the Committee, including all trial preparation as may be necessary;
- f. assisting, advising and representing the Committee with respect to the Debtors' retention of professionals and advisors with respect to the Debtors' business and these Cases;

- g. conferring with the professionals retained by the Debtors and other parties-in-interest, as well as with such other professionals as may be selected and employed by the Committee;
- h. coordinating the receipt and dissemination of information prepared by and received from the Debtors' professionals, as well as such information as may be received from professionals engaged by the Committee or other parties-in-interest in these Cases;
- i. assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions;
- j. participating in such examinations of the Debtors and other witnesses as may be necessary in order to analyze and determine, among other things, the Debtors' assets and financial condition, whether the Debtors have made any avoidable transfers of property, or whether causes of action exist on behalf of the Debtors' estates;
- k. assisting and advising the Committee in connection with any sale of any or substantially all of the Debtors' assets;
- l. assisting and advising the Committee in connection with analyzing estate assets, including, without limitation, any estate causes of action against any parties;
- m. negotiating and, if necessary or advisable, formulating a plan of reorganization or liquidation for the Debtors; and
- n. assisting the Committee generally in performing such other services as may be desirable or required for the discharge of the Committee's duties pursuant to section 1103 of the Bankruptcy Code.

12. The Committee believes that it is necessary to employ counsel to render the professional services to the Committee as described above so that the Committee may properly fulfill its duties under the Bankruptcy Code. Further, the Committee believes that Brown Rudnick is well qualified to handle the legal work required in these Cases.

13. By separate application, the Committee is also seeking approval to employ DUB to serve as local counsel. The Committee believes that if this Court approves the employment of Brown Rudnick and DUB, these firms will allocate their delivery of services to the Committee to

avoid unnecessary duplication of services. Brown Rudnick and the attorneys involved in the Cases from DUB have a good working rapport that will assure there is no duplication of effort. It is the considered view of the Committee that representation of the Committee by Brown Rudnick and DUB is in the best interests of the Committee.

14. Bankruptcy Code section 328(a) authorizes the employment of a professional person on any reasonable terms and conditions of employment, including on an hourly basis. 11 U.S.C. § 328(a). Subject to this Court's approval and under Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, and the Local Rules, the Committee requests that Brown Rudnick be compensated on an hourly basis, plus reimbursement of the actual and necessary expenses that Brown Rudnick incurs, under the ordinary and customary rates in effect on the date the services are rendered.

15. It is anticipated that the primary attorneys who will represent the Committee are Robert J. Stark, Oksana Lashko, Andrew Carty, Max Schlan, and Matthew Sawyer. Other Brown Rudnick attorneys or paraprofessionals will from time to time provide legal services on behalf of the Committee in connection with the matters herein described. The following hourly rates for Brown Rudnick attorneys and paraprofessionals are currently in effect, but are subject to periodic adjustments: attorney rates are \$510 to \$1,700 per hour and paraprofessional rates are \$375 to \$465 per hour.

16. Brown Rudnick's policy is to request reimbursement of its actual and necessary out-of-pocket expenses incurred in connection with providing legal services. Among other things, Brown Rudnick charges its clients for facsimile and other charges, mail and express mail charges, special or hand delivery charges, photocopying charges, travel expenses, after-hours taxi expenses, expenses for working meals or overtime/after-hours meals, computerized

research, and transcript costs. Brown Rudnick, however, will not seek reimbursement of secretarial or other overtime charges. The Committee has been assured that Brown Rudnick will charge the Committee for these expenses at rates consistent with charges made to other Brown Rudnick clients, and subject to the Local Rules, orders of this Court and the guidelines of the U.S. Trustee.

17. Brown Rudnick will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services described above, in accordance with applicable rules and guidelines.

18. Pursuant to Bankruptcy Code Section 328(a), the Committee may retain counsel pursuant to reasonable terms and conditions. The Committee believes that the hourly rates and expense policies of Brown Rudnick, which are applied to other Brown Rudnick clients, all as specifically described above, constitute fair and reasonable terms and conditions for the retention by the Committee of Brown Rudnick as counsel in accordance with Bankruptcy Code Section 328(a).

19. Brown Rudnick has not agreed to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement, other than those noted above.

20. None of Brown Rudnick's professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case.

21. Brown Rudnick has not represented the Committee in the twelve months preceding the Petition Date.

22. On account of its services to the Committee, Brown Rudnick will seek compensation and reimbursement of expenses consistent with any interim compensation procedures approved by the Court.

23. The Committee requests that Brown Rudnick be allowed compensation for its services and reimbursement for its expenses in accordance with Bankruptcy Code Sections 330 and 331 and Bankruptcy Rule 2016 upon submission of appropriate applications therefor in compliance with all applicable orders, rules, and guidelines, subject to the review and approval of this Court.

NO PRIOR REQUEST

24. The Committee has made no previous application or motion for the relief sought in this Application to this or any other Court.

NOTICE

25. The Committee will provide notice of this Motion to the parties set forth on the Core Parties List maintained by the Debtors. The Committee respectfully submits that, in light of the nature of the relief requested, no further notice is necessary or required.

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CONCLUSION

WHEREFORE, the Committee respectfully requests the relief requested herein
and such other and further relief as is just and proper.

Dated: August 26, 2020
Saint Louis, Missouri

Respectfully submitted,

The Official Committee of Unsecured Creditors of
Briggs & Stratton Corporation, *et al.*

/s/ Cynthia Wong

Cynthia Wong
Pension Benefit Guaranty Corporation
Chair

Filed by:

DOSTER ULLOM & BOYLE, LLC

/s/ Alexander L. Moen

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- and -

Brown Rudnick LLP

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Oksana P. Lashko (*admitted pro hac vice*)
Andrew M. Carty (*admitted pro hac vice*)
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*Proposed Counsel to the Official Committee of
Unsecured Creditors*

Exhibit A

Lashko Declaration

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re:

BRIGGS & STRATTON
CORPORATION, *et al.*,

Debtors.

Case No. 20-43597

Chapter 11

Jointly Administered

**DECLARATION OF OKSANA LASHKO IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR ENTRY OF AN ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS
328(a) AND 1103(a) AND BANKRUPTCY RULES 2014(a) AND 2016(b) APPROVING
THE EMPLOYMENT AND RETENTION OF BROWNRUDNICK LLP AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Oksana Lashko, an attorney at Brown Rudnick LLP, makes this Declaration under 28 U.S.C. § 1746 and states:

1. I am an attorney of Brown Rudnick, LLP ("**Brown Rudnick**"), which maintains offices for the practice of law at Seven Times Square, New York, NY 10036. I am an attorney-at-law, duly admitted and in good standing to practice in the State of New York.

2. I submit this declaration (the "**Declaration**") in support of the application (the "**Application**") of the Official Committee of Unsecured Creditors (the "**Committee**"), appointed on August 5, 2020, in the above-captioned chapter 11 cases of Briggs & Stratton Corporation and its debtor affiliates (collectively, the "**Debtors**"), for entry of an order approving the retention of Brown Rudnick as counsel to the Committee, effective as of August 11, 2020, and to provide the disclosures required under section 1103 of Title 11 of the United States Code (the "**Bankruptcy Code**"), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Local Rules 2014 and 9062 of the Local

Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Eastern District of Missouri (the “**Local Rules**”).

3. I incorporate by reference the Application as if it were set forth in full herein and all terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

4. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. If any information disclosed requires amendment or modification upon Brown Rudnick’s completion of further analysis or as additional creditor information becomes available to Brown Rudnick, a supplemental declaration will be submitted to this Court.

5. In connection with the proposed retention by the Committee, Brown Rudnick personnel reviewed the entities set forth in Exhibit 1 attached hereto, which I understand included entities identified in the bankruptcy petitions, the list of top unsecured creditors, the list of secured creditors, and other interested parties. That information was compared with the information available through Brown Rudnick’s client database, which Brown Rudnick personnel examined to determine whether Brown Rudnick had or has any connections with the aforementioned entities.

6. Where I have been able to ascertain, neither I, nor Brown Rudnick, nor any Brown Rudnick attorney represents any other party-in-interest on Exhibit 1, or their attorneys or accountants, except as set forth on Exhibit 2. As noted on Exhibit 2, Brown Rudnick previously represented four unsecured creditors, Atalay, Barings LLC, Cohanzik Management, and Whitebox Advisors, in these Cases (the “**Ad Hoc Group**”). However, upon selection by the Committee on August 10, 2020, those representations were consensually terminated. The Ad Hoc Group are unsecured creditors of one or more of the Debtors are “of the same class as

represented by the committee....” 11 U.S.C. 1103(b). The Ad Hoc Group has since retained other counsel. Brown Rudnick did not receive compensation from the Ad Hoc Group or its members for the services Brown Rudnick performed. I do not believe this representation creates a conflict, but I wanted to provide this disclosure out of an abundance of caution. Except as disclosed herein, Brown Rudnick has no relationship to or connection (as such term is used in Bankruptcy Code section 101(14) and Bankruptcy Rule 2014(a)) with or interest in the Debtors, their creditors, any other party-in-interest, the Debtors’ current respective attorneys or professionals, or the Office of the United States Trustee, nor does Brown Rudnick represent any entity having an adverse interest in the Cases.

7. To the extent set forth on the attached disclosures, Brown Rudnick and certain of its attorneys may represent, or may have previously represented, persons, entities, and/or their affiliates that are claimants, interest holders, other parties-in-interest, or professionals of the Debtors (and other professionals to be retained in these Cases) in matters unrelated to the Debtors or these Cases.

8. Brown Rudnick will continue to review whether Brown Rudnick may have represented in the past, represents, or may continue to represent in matters wholly unrelated to the Cases subsequently identified parties-in-interest. Brown Rudnick will supplement this application as necessary following such review.

9. Brown Rudnick is a “disinterested person” as that term is defined in Bankruptcy Code section 101(14) in that Brown Rudnick, and its attorneys: (a) are not creditors, equity security holders, or insiders; (b) are not and were not, within two years before the date of the filing of the petitions, directors, officers, or employees of the Debtors; and (c) do not have interests materially adverse to the interests of the estates or of any class of creditors or equity

security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason. 11 U.S.C. § 101(14).

10. Accordingly, Brown Rudnick is eligible for employment and retention by the Committee under the Bankruptcy Code and the Bankruptcy Rules.

11. With its co-counsel, Doster Ullom & Boyle, LLC (“**DUB**”) as its local counsel, and to avoid duplication of services rendered, the professional services that Brown Rudnick has rendered and may render for the Committee include, without limitation:

- in conjunction with DUB, providing legal advice regarding the powers and duties available to the Committee, an official committee appointed under Bankruptcy Code section 1102;
- assisting DUB in the investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors, the operation of the Debtors’ businesses, and any other matter relevant to these cases or to the formulation of a plan or plans of reorganization or liquidation;
- assisting DUB in preparing on behalf of the Committee necessary applications, motions, complaints, answers, orders, agreements, and other legal papers;
- reviewing, analyzing, and assisting DUB and the Committee in responding to all pleadings filed by the Debtors or other parties-in-interest and appearing in Court (in person and virtually) to present necessary motions, applications, and pleadings and to otherwise protect the interest of the Committee;
- consulting with the Debtors and their professionals, other parties-in-interest and their professionals, and the United States Trustee concerning the administration of the Debtors’ respective estates;

- representing the Committee in hearings and other judicial proceedings;
- advising the Committee on practice and procedure in the Court and regarding the local rules and practice; and
- performing, as necessary, all other legal services for the Committee with these Cases.

12. Brown Rudnick has advised the Committee that Brown Rudnick's current hourly rates for bankruptcy and restructuring matters, including related to these Cases are as follows, subject to periodic adjustments: attorney rates are \$510 to \$1,700 per hour and paraprofessional rates are \$375 to \$465 per hour. All rates are commensurate with the standard hourly rates charged by Brown Rudnick to other similarly situated clients in bankruptcy matters. These hourly rates are subject to periodic adjustment to reflect economic and other conditions. Brown Rudnick will provide ten business days' notice to the Debtors, the Committee, and the U.S. Trustee before implementing any periodic increases, and shall file such notice with the Court.

13. These rates are set at a level designed to fairly compensate Brown Rudnick for the work of its attorneys and paralegals, and to cover fixed and routine overhead expenses.

14. It is Brown Rudnick's policy to charge its clients for certain other expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, third-party printing charges and document processing, travel expenses, and transcription costs. Brown Rudnick will charge for these expenses in a manner and at rates consistent with the Local Rules.

15. No promises have been received by Brown Rudnick or by any attorney thereof on payment or compensation for these Cases other than under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. Brown Rudnick has no agreement with any other entity

to share with such entity any compensation received by Brown Rudnick for these Cases, other than with the attorneys of Brown Rudnick.

16. While Brown Rudnick has taken reasonable steps to ascertain whether past and current clients are creditors of the Debtors, affiliated with the Debtors, or are otherwise parties-in-interest, continued diligence is necessary and Brown Rudnick will supplement this Declaration as necessary if such representations are later discovered.

17. The Office of the U.S. Trustee has adopted *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 USC § 330 by Attorneys in Larger Chapter 11 Cases* (the “**UST Guidelines**”). The UST Guidelines apply to the U.S. Trustee’s review of applications for compensation filed by attorneys in larger chapter 11 cases and are intended as an update to the original guidelines adopted in 1996.

18. Brown Rudnick responds to the following questions in the UST Guidelines in compliance with paragraph D, section 1 as follows:

a. Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

b. Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

c. Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the

difference and the reasons for the difference.

Response: Brown Rudnick did not represent the client prepetition.

- d. Question:** Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: To date, Brown Rudnick has not prepared a budget and staffing plan. Should the need arise for a budget and staffing plan, Brown Rudnick intends to work closely with the Committee and DUB to develop a prospective budget and to comply with the Office of the United States Trustee's requests for information and additional disclosures through the conclusion of these cases.

19. By the foregoing, Brown Rudnick is eligible for employment and retention by the Committee under Bankruptcy Code sections 328 and 1103 and the Bankruptcy Rules.

I certify under penalty of perjury under the laws of the United States that, to the best of my knowledge and after reasonable inquiry, the foregoing is true and correct.

Dated: August 26, 2020
Saint Louis, Missouri

Respectfully submitted,

/s/ Oksana Lashko

Oksana Lashko

EXHIBIT 1
to Lashko Declaration
List of Searched Parties

THE DEBTORS

BRIGGS & STRATTON
CORPORATION
BILLY GOAT INDUSTRIES, INC
ALLMAND BROS., INC
BRIGGS & STRATTON TECH LLC
BRIGGS & STRATTON
INTERNATIONAL, INC

DANTHERM S.P.A.
DUTCHLAND PLASTICS LLC
G H TOOL & MOLD INC.
PRO UNLIMITED, INC.
A.R. NORTH AMERICA
CDW LIMITED
LELAND POWELL FASTENERS LLC

ABL

**30 LARGEST UNSECURED
CREDITORS**

WILMINGTON TRUST N.A.
MUNISTRATEGIES, LLC (MUNI
STRATEGIES SUB -CDE#24, LLC)
DV COMMUNITY INVESTMENT,
LLC
ZHEJIANG ZHOULI INDUSTRIAL CO
SEARS, ROEBUCK & CO.
BANKRUPTCY
SUNTRUST COMMUNITY CAPITAL,
LLC BS/STATSBORO INVESTMENT
FUND, LLC ST/CDE XXXVIII, LLC
AMERICAN HONDA MOTOR
JIANGSU JIANGHUAI ENGINE CO
LTD
HYDRO-GEAR LP
STARTING USA CORPORATION
LESLIE AND DANIEL FASSETT RE.
MATTER # 454
ZHEJIANG CONSTANT ENGINE
ANTHEM BLUE CROSS BLUE
SHIELD
CHANGZHOU GLOBE CO LTD
METAL TECHNOLOGIES
MAZAK OPTONICS CORPORATION
ACCURATE FABRICATION LLC
GREEN BAY PACKAGING INC.
TREND TECHNOLOGIES LLC
HOFFER PLASTICS CORPORATION
R.R. DONNELLEY & SONS
COMPANY
PLASTOCON INC.
WRIGHT METAL PRODCUTS
CRATES LLC

JPMORGAN CHASE BANK, NA
U.S. NATIONAL BANK
ASSOCIATION BANK OF
AMERICA, NA
BANK OF
MONTREAL WELLS
FARGO BANK, NA
CIBC BANK USA
KEYBANK NATIONAL
ASSOCIATION
FIRST MIDWEST BANK

INDENTURE TRUSTEE

WILMINGTON TRUST
COMPANY
WELLS FARGO BANK, NA

AFFILIATES OF THE DEBTOR

BRIGGS & STRATTON AG
(SWITZERLAND)
BRIGGS & STRATTON AUSTRALIA
PTY. LIMITED
BRIGGS & STRATTON
INTERNATIONAL AG (SWITZERLAND)
VICTA LIMITED
B&S SWITZERLAND (DENMARK)
B&S SWITZERLAND L.R.O.
(DUBAI, UAE)
B&S SWITZERLAND L.R.O.
(INDIA)
B&S SWITZERLAND L.R.O.
(RUSSIA)
BRANCO MOTORES LTDA
BRIGGS & STRATTON (CHONGQING)

ENGINE CO, LTD
BRIGGS & STRATTON (MALAYSIA)
SDN. BHD.
BRIGGS & STRATTON (SHANGHAI)
INTERNATIONAL TRADING CO, LTD
BRIGGS & STRATTON AG
(NORWAY)
BRIGGS & STRATTON AG MERKEZI
ISVICREISTANBUL MERKEZ SUBESI
(TURKEY)
BRIGGS & STRATTON AG TURKIYE
IRTIBAT BUROSU (TURKEY)
BRIGGS & STRATTON AUSTRIA
GESELLSCHAFT M.B.H.
BRIGGS & STRATTON
CANADA, INC
BRIGGS & STRATTON
CORPORATION
FOUNDATION, INC
BRIGGS & STRATTON CZ, S.R.O.
(CZECH)
BRIGGS & STRATTON FRANCE
BRIGGS & STRATTON GERMANY
GMBH
BRIGGS & STRATTON IBERICA, S.L.
(SPAIN)
BRIGGS & STRATTON INDIA
PRIVATE LIMITED
BRIGGS & STRATTON
INTERNATIONAL HOLDINGB.V.
(NETHERLANDS)
BRIGGS & STRATTON
INTERNATIONAL, INC
BRIGGS & STRATTON ITALY
S.R.L.
BRIGGS & STRATTON JAPAN
K.K.
BRIGGS & STRATTON LIMITED
LIABILITY COMPANY
BRIGGS & STRATTON
MANAGEMENT
(SHANGHAI) CO, LTD
BRIGGS & STRATTON MEXICO SRL
DE C.V.
BRIGGS & STRATTON
NETHERLANDS B.V.
BRIGGS & STRATTON NEW

ZEALAND LIMITED
BRIGGS & STRATTON RSA
(PROPRIETARY) LIMITED
BRIGGS & STRATTON SWEDEN
AKTIELBOLAG
BRIGGS & STRATTON U.K.
LIMITED
BUSINESS HEALTH CARE GROUP OF
WISCONSIN LLC
DAIHATSU - BRIGGS
CO LTD
GURU VENTURES,
INC
NIKKI AMERICA FUEL
SYSTEMS LLC
PICOSPRAY, INC
POWER DISTRIBUTORS
LLC
STARTING USA
CORPORATION
VICTA LAWN CARE PTY.
LTD

JOINT VENTURE PARTNERS

DAIHATSU MOTOR
CO
NIKKI AMERICA

6.875% SENIOR NOTE HOLDERS

AMERICAN BUSINESS &
PERSONAL INSUR
BANK OF NEW YORK MELLON
CORP/THE BARINGS LLC
BITCO GENERAL
INSURANCE CORP
BITCO NATIONAL
INSURANCE CO
BNY MELLON GLOBAL
MANAGEMENT LTD
BRINKER CAPITAL INC
CANAL INSURANCE CO
CANDRIAM INVESTORS
GROUP

CANDRIAM
LUXEMBOURG
CATALYST CAPITAL
ADVISORS LLC
CLARK CAPITAL MANAGEMENT
GROUP INC
CROSSINGBRIDGE ADVISORS
LLC
FIRST WESTERN CAPITAL
MANAGEMENT
GREAT WEST CASUALTY CO
GREAT-WEST CAPITAL
MANAGEMENT LLC
GREAT-WEST LIFE ASSURANCE
CO/THE
INVESCO LTD
INVESCO POWERSHARES CAPITAL
MANAGE
KRANE FUNDS ADVISORS LLC
L&S ADVISORS INC
LGT CAPITAL PARTNERS FL
AG/LIECHTE
LGT CAPITAL PARTNERS
LTD/SWITZERLAND
LYSANDER FUNDS LTD
MACKAY SHIELDS LLC
MACKENZIE FINANCIAL
CORP
MANUFACTURERS ALLIANCE
INSURANCE C
NEW YORK LIFE INSURANCE CO
NEW YORK LIFE INVESTMENT MGT
OLD REPUBLIC GENERAL
INSURANCE COR
OLD REPUBLIC INSURANCE CO
OLD REPUBLIC LIFE
INSURANCE CO
OLD REPUBLIC NATIONAL
TITLE INSURA
OLD REPUBLIC SECURITY
ASSURANCE CO
OLD REPUBLIC SURETY CO
PENNSYLVANIA
MANUFACTURERS ASSOCIATION
PENNSYLVANIA MANUFACTURERS
INDEMNITY

POWER CORP OF CANADA
PUTNAM INVESTMENTS
LLC
RELIASTAR LIFE
INSURANCE CO
RIVERPARK ADVISORS
LLC
VOYA INSURANCE & ANNUITY CO
VOYA RETIREMENT INSURANCE
& ANNUIT
WELLS FARGO & CO
WELLS FARGO BANK, NA
WELLS FARGO CLEARING
SERVICES LLC
ALTRUIS CAPITAL
MANAGEMENT
COHANZICK MANAGEMENT
EWING ASSET
MANAGEMENT
FIRST BALLANTYNE
FULCRA ASSET
MANAGEMENT
GALLIARD CAPITAL
MANAGEMENT
GOLDHILL INVESTMENTS
GSO CAPITAL PARTNERS
HOLBROOK HOLDINGS
LOOMIS SAYLES &
COMPANY
MANAGED ASSET
PORTFOLIOS
MURCHINSON LTD
NEW GENERATION ADVISORS
NEW JERSEY DIVISION OF
INVESTMENT
OLD REPUBLIC ASSET MANAGEMENT
PENDERFUND CAPITAL
MANAGEMENT
PRINCIPAL LIFE INSURANCE
SKYLANDS CAPITAL
MANAGEMENT
SKYROCK INVESTMENT
MANAGEMENT
WHITEBOX ADVISORS
ATALAYA CAPITAL
MANAGEMENT LP

COHANZICK MANAGEMENT
LLC
AMALGAMATED BANK
AMERICAN ENTERPRISE
INVESTMENT SERVICES INC
APEX CLEARING
CORPORATION
AXOS CLEARING LLC
BB&T SECURITIES LLC
BMO HARRIS BANK
NA/TRUST
BMO NESBITT BURNS
INC/CDS**
BNP PARIBAS, NEW YORK
BRANCH/BNP PARIBAS PRIME
BROKERAGE CUSTODIAN
BOFA SECURITIES, INC
BROWN BROTHERS
HARRIMAN & CO
CHARLES SCHWAB & CO,
INC
COMERICA BANK
D. A. DAVIDSON &
CO
E*TRADE
SECURITIES LLC
EDWARD D. JONES &
CO
EUROCLEAR BANK
SA/NV
GOLDMAN SACHS &
CO LLC
HILLTOP SECURITIES
INC
INTERACTIVE BROKERS
RETAIL EQUITY CLEARING
INTL FCSTONE FINANCIAL INC
J.P. MORGAN SECURITIES
LLC/JPMC
JANNEY MONTGOMERY
SCOTT LLC
JPMORGAN CHASE BANK,
NATIONAL ASSOCIATION
KEYBANK NATIONAL
ASSOCIATION
LPL FINANCIAL
CORPORATION

MERRILL LYNCH, PIERCE,
FENNER & SMITH
INCORPORATED/8862 MLPF&S
TS SUB
MORGAN STANLEY SMITH
BARNEY LLC
MUFG UNION BANK, NA
NATIONAL FINANCIAL
SERVICES LLC
OPPENHEIMER & CO INC
PERSHING LLC
RAYMOND JAMES &
ASSOCIATES, INC
RBC CAPITAL MARKETS LLC
RELIANCE TRUST COMPANY/FIS
GLOBAL PLUS
RELIANCE TRUST COMPANY/FIS
TRUSTDESK MKE
RELIANCE TRUST COMPANY/SWMS1
ROBERT W. BAIRD & CO
INCORPORATED
SEI PRIVATE TRUST COMPANY/C/O
GWP
STATE STREET BANK AND TRUST
COMPANY
STIFEL, NICOLAUS & COMPANY
INCORPORATED
TD AMERITRADE CLEARING, INC
THE BANK OF NEW YORK
MELLON/MELLON TRUST OF
NEW ENGLAND, NATIONAL
ASSOCIATION
THE NORTHERN TRUST COMPANY
U.S. BANCORP INVESTMENTS, INC
U.S. BANK NA
UBS FINANCIAL SERVICES INC
UMB BANK, NATIONAL
ASSOCIATION
VANGUARD MARKETING
CORPORATION
WEDBUSH SECURITIES INC/P3
WELLS FARGO SECURITIES LLC

**DEBTOR
PROFESSIONALS**

ERNST & YOUNG

LLP
FOLEY & LARDNER
LLP
HOULIHAN LOKEY
CAPITAL, INC
ALPHA IR
REPUTATION PARTNERS
WEIL, GOTSHAL & MANGES
LLP
CARMONDY MACDONALD P.C.
KURTZMAN CARSON
CONSULTANTS LLC

CREDITOR PROFESSIONALS – ABL

FTI CONSULTING
LATHAM &
WATKINS LLP

**CREDITOR PROFESSIONALS –
6.875% SENIOR NOTES**

GIBSON DUNN &
CRUTCHER LLP
IMPERIAL CAPITAL LLC
ANKURA CONSULTING
GROUP, LLC

**CREDITOR PROFESSIONALS –
INDENTURE TRUSTEE**

PRYOR CASHMAN LLP

DIRECTORS

BRIAN C. WALKER
CHARLES I. STORY
FRANK M. JAEHNERT
HAROLD L. REDMAN
HENRIK C. SLIPSAGER
JEFFREY R. HENNION
KATHRYN M. BUONO
KEITH R. MCLOUGHLIN
DAVID J. RODGERS
MARK A. SCHWERTFEGER
PATRICIA L. KAMPLING

RANDALL R. CARPENTER
SARA A. GREENSTEIN
THOMAS H. RUGG
TODD J. TESKE
WILLIAM H. REITMAN
ANDREA L. GOLVACH

OFFICERS

ANDREA L. GOLVACH
CHARLES FORTNER
DAVID J. RODGERS
DONALD W. KLENK
ERIC T. CHACK
HAROLD L. REDMAN
HIROMASA OHNO
JEFFREY M. ZEILER
KATHRYN M. BUONO
MARK A. SCHWERTFEGER
MICHAEL F. HANNEMAN
RACHELE M. LEHR
RANDALL R. CARPENTER
THOMAS H. RUGG
THOMAS M. BURKARD
TODD J. TESKE
TOYOTAKA TESAKI
WILLIAM H. REITMAN

TOP CUSTOMERS – OVERALL

HUSQVARNA OUTDOOR
POWER
JOHN DEERE POWER
PRODUCTS
LOWE'S CORPORATION
MTD PRODUCTS INC
NINGBO DAYE GARDEN
THE TORO COMPANY
WELLS FARGO COMMERCIAL DIST
FINANCE

TOP CUSTOMERS – PRODUCTS

PACE DISTRIBUTION
MENARDS
COSTCO
CADCO DISTRIBUTION

CANADIAN TIRE CORP
AMAZON US
LOWES CANADA
LEPCO
GOLDEN EAGLE DIST. CORP.
SABRE FRANCE
FIABA SRL
O'CONNOR'S LAWN & GARDEN
MASKINHANDLER
INDKOBSRINGEN A/S
T2_CO-OP
ACE HARDWARE US
AMAZON EUROPE
ECOMM1
HILAIRE VAN DER HAEGHE
ISEKI FRANCE SAS
ISEKI-MASCHINEN-GMBH
BUNNINGS
SEARS
AHERN RENTAL
CATERPILLAR CORPORATION
OSCAR WILSON ENGINE &
PARTS INC
SUNSTATE EQUIPMENT
UNITED RENTAL

TOP CUSTOMERS – ENGINES

HUSQVARNA OUTDOOR
TORO CONSUMER
NINGBO DAYE GARDEN
STIGA S.P.A
STIGA SLOVAKIA
HUSQVARNA POLAND SP
AL-KO PRODUCTION
MTD HUNGARIA KFT
STIHL
METALCRAFT OF MAYVIL
GENERAC POWER
SUMEC HARDWARE & TOO
POWER DISTRIBUTORS
EXCEL INDUSTRIES INC
INTIMIDATOR INC
MASPORT LIMITED
MORIDGE MANUFACTURIN
GATOR TAIL LLC

YURAH CORP BSAS
BAD BOY INC
FOGO SP. Z O.O.
JSC KRASNY
OCTIABR

FINANCIAL INSTITUTIONS

BANK OF AMERICA
BMO WEALTH
MANAGEMENT
JPMORGAN CHASE
SUN TRUST
U.S. BANK
WELLS FARGO BANK NA

INSURANCE PROVIDERS

AMERICAN INTERNATIONAL
GROUP, INC (AIG)
CHUBB
CHUBB SPECIALTY
INSURANCE
MARSH USA INC
MARSH JLT SPECIALTY
TRAVELERS CASUALTY AND
SURETY COMPANY OF AMERICA
ZURICH AMERICAN INSURANCE
COMPANY/ ZURICH SURETY
WILLIS TOWERS WATSON
MIDWEST, INC
AIG INTERNATIONAL
AXA XL AMERICA, INC
TRAVELERS PROPERTY CASUALTY
COMPANY OF
AMERICA
WILLIS (BERMUDA)
LIMITED WILLIS
LIMITED
WNA LONDON
XL INSURANCE AMERICA, INC
WESTPAC BANKING
CORPORATION
QBE INSURANCE CORPORATION
GEMINI INSURANCE COMPANY
EVANSTON INSURANCE
COMPANY

INTERCOMPANY LENDERS

BRIGGS & STRATTON
(CHONGQING) ENGINE CO, LTD
BRIGGS & STRATTON
(SHANGHAI) INTERNATIONAL
TRADING CO, LTD
BRIGGS & STRATTON
INTERNATIONAL AG

LANDLORDS

BURKE BUSINESS PARK LLC
FORT MOTTE LLC
FR GEORGIA LLC
HUNCH FAMILY LIMITED
PARTNERSHIP
LEEDS INDUSTRIAL PARK, INC
LEWIS LOGISTICS
MID-SOUTH INVESTMENTS, INC
ONX3 LLC
ROTH INVESTMENT HOLDINGS
LLC
TI INVESTORS OF
GERMANTOWN I LLC
BURLEIGH PARTNERS LLC
SMI SNP INC / SIMPLICITY
MANUFACTURING
HAROLD H LUIKEN & SONS
NIKKI AMERICA FUEL SYSTEMS
LLC
LINCOLN PROPERTY COMPANY
SWIFT RENTAL PROPERTIES
REILLY LOGISTICS LLC
ROGER AND TAMA SUNDQUIST
ONE STONE LLC
KRS PROPERTY LLC
MURRAY LUMBER INC
FERRIS INDUSTRIES,
INC
AJ&V FRANKLIN TRUSTEES
GOODMAN GROUP

**LESSORS (OTHER THAN
LANDLORDS)**

YES EQUIPMENT AND
SERVICES, INC
BNP PARIBAS
WEAVER BUSINESS MACHINES
PITNEY BOWES
PENSKE TRUCK LEASING CO
TOYOTA FINANCIAL SERVICES
BADGER INDUSTRIAL TRUCKS,
INC
YALE EQUIPMENT SERVICES
INC
RICOH AMERICAS
CORPORATION

LC COUNTERPARTIES

JPMORGAN CHASE BANK, NA
WELLS FARGO COMMERCIAL
DISTRIBUTION FINANCE LLC
WELLS FARGO CAPITAL
FINANCE CORPORATION
CANADA (SUCCESSOR IN
INTEREST TO GE
COMMERCIAL DISTRIBUTION
FINANCE CANADA)
BANK OF AMERICA SCRANTON
STANDBY TRADE
OPERATIONS
SENTRY INSURANCE A
MUTUAL COMPANY
BANK OF AMERICA, NA
WASHINGTON COUNTY
ZURICH AMERICAN
INSURANCE COMPANY
AMERICAN ALTERNATIVE
INSURANCE CORPORATION
US BANK NA
ELAVON FINANCIAL SERVICES
DAC

MAJOR COMPETITORS

HONDA MOTOR CO, LTD
KAWASAKI HEAVY

INDUSTRIES, LTD
KOHLER CO

TAXING AUTHORITIES

JACKSON COUNTY
COLLECTOR
JEFFERSON PARISH SHERIFF
KENTUCKY STATE
TREASURER
LEE CL OF AUBURN, OPELIK &
PHENIX CITY
LEE COUNTY REVENUE
COMMISSIONER
LOUISIANA DEPARTMENT OF
REVENUE

**SIGNIFICANT
SHAREHOLDERS**

BLACKROCK, INC
DIMENSIONAL FUND
ADVISORS, LP
GMT CAPITAL CORP.
THE VANGUARD GROUP, INC

TOP VENDORS

ACCURATE FABRICATION LLC
AMERICAN HONDA MOTOR
COMPANY INC
AT&T
CDW LLC
CHANGZHOU GLOBE CO LTD
CHANGZHOU TCOSTAR TOOLS
CO LTD
DUTCHLAND PLASTICS LLC
G H TOOL & MOLD INC
GREEN BAY PACKAGING INC
HOFFER PLASTICS CORPORATION
HYDRO-GEAR LP
JIANGSU JIANGHUAI ENGINE
CO LTD
LELAND POWELL
FASTENERS LLC
METAL TECHNOLOGIES
PLASTOCON INC

PRO UNLIMITED INC
R R DONNELLEY & SONS
COMPANY
STARTING USA
CORPORATION
WRIGHT METAL
PRODUCTS CRATES LLC
YALE EQUIPMENT &
SERVICES INC
ZHEJIANG CHANGJIANG
MACHINERY CO
ZHEJIANG CONSTANT ENGINE
ZHEJIANG ZHONGJIAN
TECHNOLOGY
ZIEN INCORPORATED

**DEBTOR COUNSEL FOR NON-
RESTRUCTURING MATTERS**

BRIGGS & STRATTON
CORPORATION

**FORMER OWNERS AND
AFFILIATES OF FORMER
DIRECTORS AND OWNERS**

BILLY GOAT PROPERTIES

US TRUSTEE

DANIEL J. CASAMATTA, ACTING
UNITED STATES TRUSTEE
PAUL RANDOLPH, ASSISTANT
U.S. TRUSTEE
ADAM MILLER, TRIAL ATTORNEY
LLOYD MUELLER, TRIAL ATTORNEY
SHERRI L. WATTENBARGER, TRIAL
ATTORNEY
CAROLE RYCZEK, TRIAL
ATTORNEY
JOSEPH SCHLOTZHAUER, TRIAL
ATTORNEY

**JUDGES PRESIDING OVER THE US
BANKRUPTCY COURT, EASTERN
DISTRICT OF MISSOURI**

CHIEF JUDGE KATHY A.
SURREAT-STATES
JUDGE BARRY S. SCHERMER
JOHN HOWLEY, JR.
JAMES MOELLER
SHONTELLE MCCOY
LINDA TRUCCANO
MATTHEW PARKE

**PARTIES WITH UCC FILINGS
AGAINST DEBTORS (US)**

CISCO SYSTEMS CAPITAL
CORPORATION
CITIBANK NA
CITIBANK NA ITS BRANCHES
SUBSIDIARIES AND AFFILIATES
JPMORGAN CHASE BANK NA
JPMORGAN CHASE BANK NA
AS COLLATERAL AGENT

**HEDGE
COUNTERPARTIES**

BANK OF MONTREAL
JPMORGAN CHASE BANK, NA
PNC BANK
BANK OF AMERICA
MERRILL LYNCH
US BANK NATIONAL
ASSOCIATION

**ORDINARY COURSE
PROFESSIONAL SERVICE
PROVIDERS**

DELOITTE TAX LLP
DELOITTE & TOUCHE LLP
PRICEWATERHOUSECOOPERS
LLP
KPMG LLP
PWC INTERNATIONAL
ASSIGNMENT SERVICES
KPMG

**OTHER NAMES USED BY
DEBTOR, LAST 8 YEARS**

BRIGGS & STRATTON POWER
PRODUCTS GROUP

**FORMER AFFILIATES AND
ENTITIES, LAST 3 YEARS**

PICOSPRAY, INC
BSH GENERATORS LLC
BRIGGS & STRATTON MEXICO S.A. DE
C.V.

**OTHER SIGNIFICANT CONTRACT
COUNTERPARTIES**

FLEXITI FINANCIAL INC
OCTANE LENDING, INC
WESTERN EQUIPMENT
FINANCE, INC

EXHIBIT 2

**To Lashko Declaration
Connections Check**

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
1.	WILMINGTON TRUST N.A.	CREDITOR	X		
2.	SEARS, ROEBUCK & CO. BANKRUPTCY	CREDITOR			X
3.	SUNTRUST COMMUNITY CAPITAL, LLC BS/STATESBORO INVESTMENT FUND, LLC ST/CDE XXXVIII, LLC C/O SUNTRUST BANK	CREDITOR			X
4.	AMERICAN HONDA MOTOR COMPANY, INC.	CREDITOR			X
5.	ANTHEM BLUE CROSS BLUE SHIELD	CREDITOR			X
6.	METAL TECHNOLOGIES	CREDITOR			X
7.	R. R. DONNELLEY & SONS COMPANY	CREDITOR			X
8.	CDW LIMITED	CREDITOR			X
9.	JPMORGAN CHASE BANK, NA	ABL			X
10.	U.S. NATIONAL BANK ASSOCIATION	ABL			X
11.	BANK OF AMERICA, NA	ABL			X
12.	BANK OF MONTREAL	ABL			X
13.	WELLS FARGO BANK, NA	ABL			X
14.	CIBC BANK USA	ABL			X
15.	KEYBANK NATIONAL ASSOCIATION	ABL			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
16.	FIRST MIDWEST BANK	ABL			X
17.	WILMINGTON TRUST COMPANY	INDENTURE TRUSTEE	X		
18.	WELLS FARGO BANK, NA	INDENTURE TRUSTEE			X
19.	BANK OF NEW YORK MELLON CORP/THE BARINGS LLC	6.875% SENIOR NOTE HOLDERS			X
20.	BITCO GENERAL INSURANCE CORP	6.875% SENIOR NOTE HOLDERS			X
21.	BITCO NATIONAL INSURANCE CO	6.875% SENIOR NOTE HOLDERS			X
22.	BNY MELLON GLOBAL MANAGEMENT LTD	6.875% SENIOR NOTE HOLDERS			X
23.	CATALYST CAPITAL ADVISORS LLC	6.875% SENIOR NOTE HOLDERS	X		
24.	GREAT WEST CASUALTY CO	6.875% SENIOR NOTE HOLDERS			X
25.	GREAT-WEST CAPITAL MANAGEMENT LLC	6.875% SENIOR NOTE HOLDERS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
26.	GREAT-WEST LIFE ASSURANCE CO/THE	6.875% SENIOR NOTE HOLDERS			X
27.	INVESCO LTD	6.875% SENIOR NOTE HOLDERS			X
28.	INVESCO POWERSHARES CAPITAL MANAGE	6.875% SENIOR NOTE HOLDERS			X
29.	LGT CAPITAL PARTNERS FL AG/LIECHTE	6.875% SENIOR NOTE HOLDERS			X
30.	LGT CAPITAL PARTNERS LTD/SWITZERLAND	6.875% SENIOR NOTE HOLDERS			X
31.	MACKAY SHIELDS LLC	6.875% SENIOR NOTE HOLDERS			X
32.	MANUFACTURERS ALLIANCE INSURANCE C	6.875% SENIOR NOTE HOLDERS			X
33.	NEW YORK LIFE INSURANCE CO	6.875% SENIOR NOTE HOLDERS			X
34.	NEW YORK LIFE INVESTMENT MGT	6.875% SENIOR NOTE HOLDERS			X
35.	OLD REPUBLIC GENERAL INSURANCE COR	6.875% SENIOR NOTE HOLDERS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
36.	OLD REPUBLIC INSURANCE CO	6.875% SENIOR NOTE HOLDERS			X
37.	OLD REPUBLIC LIFE INSURANCE CO	6.875% SENIOR NOTE HOLDERS			X
38.	OLD REPUBLIC NATIONAL TITLE INSURA	6.875% SENIOR NOTE HOLDERS			X
39.	OLD REPUBLIC SECURITY ASSURANCE CO	6.875% SENIOR NOTE HOLDERS			X
40.	OLD REPUBLIC SURETY CO	6.875% SENIOR NOTE HOLDERS			X
41.	PENNSYLVANIA MANUFACTURERS ASSOCIATION	6.875% SENIOR NOTE HOLDERS			X
42.	PENNSYLVANIA MANUFACTURERS INDEMNITY	6.875% SENIOR NOTE HOLDERS			X
43.	POWER CORP OF CANADA	6.875% SENIOR NOTE HOLDERS			X
44.	PUTNAM INVESTMENTS LLC	6.875% SENIOR NOTE HOLDERS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
45.	VOYA INSURANCE & ANNUITY CO	6.875% SENIOR NOTE HOLDERS			X
46.	VOYA RETIREMENT INSURANCE & ANNUIT	6.875% SENIOR NOTE HOLDERS			X
47.	WELLS FARGO & CO	6.875% SENIOR NOTE HOLDERS			X
48.	WELLS FARGO BANK, NA	6.875% SENIOR NOTE HOLDERS			X
49.	WELLS FARGO CLEARING SERVICES LLC	6.875% SENIOR NOTE HOLDERS			X
50.	COHANZICK MANAGEMENT	6.875% SENIOR NOTE HOLDERS			X
51.	GALLIARD CAPITAL MANAGEMENT	6.875% SENIOR NOTE HOLDERS			X
52.	GSO CAPITAL PARTNERS	6.875% SENIOR NOTE HOLDERS			X
53.	LOOMIS SAYLES & COMPANY	6.875% SENIOR NOTE HOLDERS			X
54.	NEW GENERATION ADVISORS	6.875% SENIOR NOTE HOLDERS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
55.	OLD REPUBLIC ASSET MANAGEMENT	6.875% SENIOR NOTE HOLDERS			X
56.	PRINCIPAL LIFE INSURANCE	6.875% SENIOR NOTE HOLDERS			X
57.	ATALAYA CAPITAL MANAGEMENT LLP	6.875% SENIOR NOTE HOLDERS		X	
58.	COHANZICK MANAGEMENT LLC	6.875% SENIOR NOTE HOLDERS			X
59.	WHITEBOX ADVISORS	6.875% SENIOR NOTE HOLDERS	X		
60.	AMERICAN ENTERPRISE INVESTMENT SERVICES INC	6.875% SENIOR NOTE HOLDERS		X	
61.	APEX CLEARING CORPORATION	6.875% SENIOR NOTE HOLDERS			X
62.	BB&T SECURITIES LLC	6.875% SENIOR NOTE HOLDERS			X
63.	BMO HARRIS BANK NA/TRUST	6.875% SENIOR NOTE HOLDERS			X
64.	BMO NESBITT BURNS INC/CDS**	6.875% SENIOR NOTE HOLDERS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
65.	BNP PARIBAS, NEW YORK BRANCH/BNP PARIBAS PRIME BROKERAGE CUSTODIAN	6.875% SENIOR NOTE HOLDERS			X
66.	BOFA SECURITIES, INC	6.875% SENIOR NOTE HOLDERS			X
67.	CHARLES SCHWAB & CO, INC	6.875% SENIOR NOTE HOLDERS			X
68.	COMERICA BANK	6.875% SENIOR NOTE HOLDERS			X
69.	D. A. DAVIDSON & CO	6.875% SENIOR NOTE HOLDERS			X
70.	E*TRADE SECURITIES LLC	6.875% SENIOR NOTE HOLDERS			X
71.	EDWARD D. JONES & CO	6.875% SENIOR NOTE HOLDERS			X
72.	EUROCLEAR BANK SA/NV	6.875% SENIOR NOTE HOLDERS			X
73.	GOLDMAN SACHS & CO LLC	6.875% SENIOR NOTE HOLDERS			X
74.	HILLTOP SECURITIES INC	6.875% SENIOR NOTE HOLDERS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
75.	INTERACTIVE BROKERS RETAIL EQUITY CLEARING	6.875% SENIOR NOTE HOLDERS			X
76.	INTL FCSTONE FINANCIAL INC	6.875% SENIOR NOTE HOLDERS			X
77.	J.P. MORGAN SECURITIES LLC/JPMC	6.875% SENIOR NOTE HOLDERS			X
78.	JANNEY MONTGOMERY SCOTT LLC	6.875% SENIOR NOTE HOLDERS			X
79.	JPMORGAN CHASE BANK, NATIONAL ASSOCIATION	6.875% SENIOR NOTE HOLDERS			X
80.	KEYBANK NATIONAL ASSOCIATION	6.875% SENIOR NOTE HOLDERS			X
81.	MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED/8862 MLPF&S TS SUB	6.875% SENIOR NOTE HOLDERS			X
82.	MORGAN STANLEY SMITH BARNEY LLC	6.875% SENIOR NOTE HOLDERS			X
83.	MUFG UNION BANK, NA	6.875% SENIOR NOTE HOLDERS			X
84.	NATIONAL FINANCIAL SERVICES LLC	6.875% SENIOR NOTE HOLDERS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
85.	OPPENHEIMER & CO INC	6.875% SENIOR NOTE HOLDERS			X
86.	PERSHING LLC	6.875% SENIOR NOTE HOLDERS			X
87.	RAYMOND JAMES & ASSOCIATES, INC	6.875% SENIOR NOTE HOLDERS		X	
88.	RBC CAPITAL MARKETS LLC	6.875% SENIOR NOTE HOLDERS			X
89.	RELIANCE TRUST COMPANY/FIS GLOBAL PLUS	6.875% SENIOR NOTE HOLDERS			X
90.	RELIANCE TRUST COMPANY/FIS TRUSTDESK MKE	6.875% SENIOR NOTE HOLDERS			X
91.	RELIANCE TRUST COMPANY/SWMS1	6.875% SENIOR NOTE HOLDERS			X
92.	ROBERT W. BAIRD & CO INCORPORATED	6.875% SENIOR NOTE HOLDERS			X
93.	SEI PRIVATE TRUST COMPANY/C/O GWP	6.875% SENIOR NOTE HOLDERS			X
94.	STATE STREET BANK AND TRUST COMPANY	6.875% SENIOR NOTE HOLDERS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
95.	STIFEL, NICOLAUS & COMPANY INCORPORATED	6.875% SENIOR NOTE HOLDERS	X		
96.	TD AMERITRADE CLEARING, INC	6.875% SENIOR NOTE HOLDERS			X
97.	1. THE BANK OF NEW YORK MELLON/MELLON TRUST OF NEW ENGLAND, NATIONAL ASSOCIATION	6.875% SENIOR NOTE HOLDERS			X
98.	THE NORTHERN TRUST COMPANY	6.875% SENIOR NOTE HOLDERS			X
99.	U.S. BANCORP INVESTMENTS, INC	6.875% SENIOR NOTE HOLDERS			X
100.	U.S. BANK NA	6.875% SENIOR NOTE HOLDERS			X
101.	UBS FINANCIAL SERVICES INC	6.875% SENIOR NOTE HOLDERS			X
102.	UMB BANK, NATIONAL ASSOCIATION	6.875% SENIOR NOTE HOLDERS	X		
103.	VANGUARD MARKETING CORPORATION	6.875% SENIOR NOTE HOLDERS			X
104.	WEDBUSH SECURITIES INC/P3	6.875% SENIOR			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
		NOTE HOLDERS			
105.	WELLS FARGO SECURITIES LLC	6.875% SENIOR NOTE HOLDERS			X
106.	ERNST & YOUNG LLP	DEBTOR PROFESSIONALS			X
107.	FOLEY & LARDNER LLP	DEBTOR PROFESSIONALS			X
108.	WEIL, GOTSHAL & MANGES LLP	DEBTOR PROFESSIONALS			X
109.	KURTZMAN CARSON CONSULTANTS LLC	DEBTOR PROFESSIONALS			X
110.	FTI CONSULTING	CREDITOR PROFESSIONALS - ABL			X
111.	LATHAM & WATKINS LLP	CREDITOR PROFESSIONALS - ABL			X
112.	GIBSON DUNN & CRUTCHER LLP	CREDITOR PROFESSIONALS - 6.875% SENIOR			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
		NOTES			
113.	IMPERIAL CAPITAL LLC	CREDITOR PROFESSIONALS - 6.875% SENIOR NOTES			X
114.	BRIAN C. WALKER	DIRECTORS			X
115.	LOWE'S CORPORATION	TOP CUSTOMERS - OVERALL			X
116.	WELLS FARGO COMMERCIAL DIST FINANCE	TOP CUSTOMERS - OVERALL			X
117.	MENARDS	TOP CUSTOMERS - PRODUCTS			X
118.	COSTCO	TOP CUSTOMERS - PRODUCTS			X
119.	CANADIAN TIRE CORP	TOP CUSTOMERS - PRODUCTS			X
120.	AMAZON US	TOP CUSTOMERS - PRODUCTS			X
121.	SABRE FRANCE	TOP CUSTOMERS - PRODUCTS			X

	INDIVIDUAL'S LAST NAME/ ENTITY NAME	RELATIONSHIP TO DEBTOR	CURRENT CLIENT IN UNRELATED MATTERS	FORMER CLIENT IN UNRELATED MATTERS	ADVERSE TO OR ALIGNED WITH CURRENT OR FORMER CLIENTS IN UNRELATED MATTERS
122.	ACE HARDWARE US	TOP CUSTOMERS - PRODUCTS			X
123.	AMAZON EUROPE	TOP CUSTOMERS - PRODUCTS			X
124.	SEARS	TOP CUSTOMERS - PRODUCTS			X
125.	AHERN RENTAL	TOP CUSTOMERS - PRODUCTS			X
126.	CATERPILLAR CORPORATION	TOP CUSTOMERS - PRODUCTS			X
127.	SUNSTATE EQUIPMENT	TOP CUSTOMERS - PRODUCTS			X
128.	BANK OF AMERICA	FINANCIAL INSTITUTIONS			X
129.	JPMORGAN CHASE	FINANCIAL INSTITUTIONS			X
130.	SUN TRUST	FINANCIAL INSTITUTIONS			X
131.	U.S. BANK	FINANCIAL INSTITUTIONS			X

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132.	WELLS FARGO BANK NA	FINANCIAL INSTITUTIONS			X
133.	AMERICAN INTERNATIONAL GROUP, INC (AIG)	INSURANCE PROVIDERS			X
134.	CHUBB	INSURANCE PROVIDERS			X
135.	CHUBB SPECIALTY INSURANCE	INSURANCE PROVIDERS			X
136.	TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA	INSURANCE PROVIDERS			X
137.	ZURICH AMERICAN INSURANCE COMPANY/ ZURICH SURETY	INSURANCE PROVIDERS			X
138.	WILLIS TOWERS WATSON MIDWEST, INC	INSURANCE PROVIDERS		X	
139.	AIG INTERNATIONAL	INSURANCE PROVIDERS			X
140.	AXA XL AMERICA, INC	INSURANCE PROVIDERS		X	

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141.	TRAVELERS PROPERTY CASUALTY COMPANY OF AMERICA	INSURANCE PROVIDERS			X
142.	WILLIS (BERMUDA) LIMITED	INSURANCE PROVIDERS		X	
143.	WILLIS LIMITED	INSURANCE PROVIDERS		X	
144.	XL INSURANCE AMERICA, INC	INSURANCE PROVIDERS		X	
145.	EVANSTON INSURANCE COMPANY	INSURANCE PROVIDERS			X
146.	BNP PARIBAS	LESSORS (OTHER THAN LANDLORDS)			X
147.	PITNEY BOWES	LESSORS (OTHER THAN LANDLORDS)			X
148.	TOYOTA FINANCIAL SERVICES	LESSORS (OTHER THAN LANDLORDS)			X
149.	RICOH AMERICAS CORPORATION	LESSORS (OTHER THAN LANDLORDS)			X
150.	JPMORGAN CHASE BANK, NA	LC COUNTERPARTIES			X

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151.	WELLS FARGO COMMERCIAL DISTRIBUTION FINANCE LLC	LC COUNTERPARTIES			X
152.	WELLS FARGO CAPITAL FINANCE CORPORATION CANADA (SUCCESSOR IN INTEREST TO GE COMMERCIAL DISTRIBUTION FINANCE CANADA)	LC COUNTERPARTIES			X
153.	BANK OF AMERICA SCRANTON STANDBY TRADE OPERATIONS	LC COUNTERPARTIES			X
154.	BANK OF AMERICA, NA	LC COUNTERPARTIES			X
155.	WASHINGTON COUNTY	LC COUNTERPARTIES			X
156.	ZURICH AMERICAN INSURANCE COMPANY	LC COUNTERPARTIES			X
157.	US BANK NA	LC COUNTERPARTIES			X
158.	ELAVON FINANCIAL SERVICES DAC	LC COUNTERPARTIES		X	
159.	HONDA MOTOR CO, LTD	MAJOR COMPETITORS			X

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160.	LOUISIANA DEPARTMENT OF REVENUE	TAXING AUTHORITIES			X
161.	BLACKROCK, INC	SIGNIFICANT SHAREHOLDERS			X
162.	DIMENSIONAL FUND ADVISORS, LP	SIGNIFICANT SHAREHOLDERS			X
163.	GMT CAPITAL CORP.	SIGNIFICANT SHAREHOLDERS			X
164.	THE VANGUARD GROUP, INC	SIGNIFICANT SHAREHOLDERS			X
165.	AMERICAN HONDA MOTOR COMPANY INC	TOP VENDORS			X
166.	AT&T	TOP VENDORS			X
167.	AMERICAN HONDA MOTOR COMPANY INC	TOP VENDORS			X
168.	CDW LLC	TOP VENDORS			X
169.	METAL TECHNOLOGIES	TOP VENDORS			X
170.	R R DONNELLEY & SONS COMPANY	TOP VENDORS			X
171.	CISCO SYSTEMS CAPITAL CORPORATION	PARTIES WITH UCC FILINGS AGAINST DEBTORS (US)			X

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172.	CITIBANK NA	PARTIES WITH UCC FILINGS AGAINST DEBTORS (US)			X
173.	CITIBANK NA ITS BRANCHES SUBSIDIARIES AND AFFILIATES	PARTIES WITH UCC FILINGS AGAINST DEBTORS (US)			X
174.	JPMORGAN CHASE BANK NA	PARTIES WITH UCC FILINGS AGAINST DEBTORS (US)			X
175.	JPMORGAN CHASE BANK NA AS COLLATERAL AGENT	PARTIES WITH UCC FILINGS AGAINST DEBTORS (US)			X
176.	BANK OF MONTREAL	HEDGE COUNTERPARTIES			X
177.	JPMORGAN CHASE BANK, NA	HEDGE COUNTERPARTIES			X
178.	PNC BANK	HEDGE COUNTERPARTIES			X
179.	BANK OF AMERICA	HEDGE COUNTERPARTIES			X

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180.	MERRILL LYNCH	HEDGE COUNTERPARTIES			X
181.	US BANK NATIONAL ASSOCIATION	HEDGE COUNTERPARTIES			X
182.	DELOITTE TAX LLP	ORDINARY COURSE PROFESSIONAL SERVICE PROVIDERS			X
183.	DELOITTE & TOUCHE LLP	ORDINARY COURSE PROFESSIONAL SERVICE PROVIDERS			X
184.	PRICEWATERHOUSECOOPERS LLP	ORDINARY COURSE PROFESSIONAL SERVICE PROVIDERS			X

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185.	KPMG LLP	ORDINARY COURSE PROFESSIONAL SERVICE PROVIDERS			X
186.	PWC INTERNATIONAL ASSIGNMENT SERVICES	ORDINARY COURSE PROFESSIONAL SERVICE PROVIDERS			X
187.	KPMG	ORDINARY COURSE PROFESSIONAL SERVICE PROVIDERS			X

Connections Check¹

Current Representations – Brown Rudnick currently represents the following creditor and/or party-in-interest, or its affiliates, in matters wholly unrelated to the Debtors:

Prior Representations – Brown Rudnick previously represented the following party or its affiliates who is a creditor and/or party-in-interest in matters wholly unrelated to the Debtors:

Other Connections – Brown Rudnick previously represented or currently represents parties who may be adverse or neutral to certain parties or their affiliates who are creditors and/or parties-in-interest in matters wholly unrelated to the Debtors.

¹ In certain instances, based on, among other things, a similarity of names, it was unclear whether a “match” exists. Brown Rudnick attempted, in its reasonable judgment, to resolve these but has determined to disclose certain of these as “matches,” out of an abundance of caution.