

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

| | | |
|----------------------|---|------------------------|
| In re: | § | Chapter 11 |
| | § | |
| BRIGGS & STRATTON | § | Case No. 20-43597-399 |
| CORPORATION, et al., | § | |
| | § | (Jointly Administered) |
| | § | |
| Debtors. | § | |

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) ESTABLISHING
DEADLINES FOR FILING GENERAL ADMINISTRATIVE EXPENSE
CLAIMS AND GOVERNMENTAL ADMINISTRATIVE EXPENSE CLAIMS;
AND (II) APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

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 July 20, 2020 (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. On August 5, 2020, the United States Trustee appointed an official committee of unsecured creditors (the “**Creditors’ Committee**”) in these chapter 11 cases pursuant to section 1102 of the Bankruptcy Code. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only 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. On the Petition Date, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Approving (A) Bidding Procedures, (B) Designation of Stalking Horse Bidder and Stalking Horse Bid Protections, (C) Scheduling Auction and Sale Hearing, (D) Form and Manner of Notice of Sale, Auction, and Sale Hearing, and (E) Assumption and Assignment Procedures; (II) Authorizing (A) Sale of Debtors' Assets and Equity Interests Free and Clear of Liens Claims, Interests, and Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 53]. On August 19, 2020, the Court entered an order [Docket No. 505] that, among other things, approved bidding procedures in connection with the sale of the Debtors' assets, scheduled an auction to take place on September 1, 2020, and scheduled a sale hearing for September 15, 2020. On September 15, 2020, the Court entered an order authorizing the Debtors to sell substantially all of their assets¹ to Bucephalus Buyer, LLC (the "**Purchaser**"). On September 21, 2020, the Debtors closed the sale transaction. The Debtors continue to honor their post-closing sale obligations, wind down their estates, and work on proposing a chapter 11 plan and otherwise concluding these chapter 11 cases.

3. The Court entered an order on August 24, 2020 establishing the general bar date and the governmental bar date for the case.² October 7, 2020 at 11:59 p.m., prevailing Central Time was set as the last date and time for each person and entity (excluding governmental units, as such term is defined in section 101(27) of the Bankruptcy Code, the "**Governmental Units**") to file proofs of claim against the Debtors (the "**General Bar Date**"). Moreover, the Bar Date Order established the last date for each Governmental Unit to file proofs of claim against the

¹ *Order (I) Authorizing the Sale of the Assets and Equity Interests to the Purchaser Free and Clear of Liens, Claims, Interests, and Encumbrances; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 898] (the "**Sale Order**").

² *Order (I) Establishing Deadlines for Filing Proofs of Claim and Procedures Relating Thereto and (II) Approving Form and Manner of Notice Thereof* [Docket No. 564] (the "**Bar Date Order**").

Debtors as January 19, 2021 at 11:59 p.m., prevailing Central Time (the “**Governmental Bar Date**”). Administrative expense claims under sections 503(b) (except for section 503(b)(9) expenses) and 507(a)(2) were specifically excluded from the Bar Date Order.

4. 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 [Docket No. 51] (the “**Ficks Declaration**”).³

Jurisdiction

5. 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.

Relief Requested

6. By this Motion, the Debtors seek entry of an order (the “**Proposed Order**”)⁴ pursuant to sections 105(a) and 503(a) of the Bankruptcy Code and Bankruptcy Rules 2002 and 3003(c):⁵

- i. establishing **November 23, 2020 at 5:00 p.m. (Central Time)** as the deadline (the “**General Administrative Expense Bar Date**”) for each person or entity, other than a Governmental Unit, that asserts entitlement to administrative priority status under sections 503 (but excluding claims under section 503(b)(9)) and/or 507 of the Bankruptcy Code for claims that arose between the Petition Date and October 19, 2020 (each, a “**General**

³ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Ficks Declaration.

⁴ Copies of the Proposed Order will be made available on the Debtors’ case information website at <http://www.kcellc.net/Briggs>.

⁵ As used herein: (a) the term “claim” has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code; and (c) the term “person” has the meaning given to it in section 101(41) of the Bankruptcy Code.

Administrative Expense Claim,” collectively, “General Administrative Expense Claims”);

- ii. establishing **January 19, 2021 at 5:00 p.m. (Central Time)** as the deadline (the **“Governmental Administrative Expense Bar Date”** and together with the General Administrative Expense Bar Date, the **“Administrative Expense Bar Dates”**) for each Governmental Unit that asserts entitlement to administrative priority status under sections 503 and/or 507 of the Bankruptcy Code for claims that arose between the Petition Date and October 19, 2020 (each, a **“Governmental Administrative Expense Claim,”** collectively, **“Governmental Administrative Expense Claims”** and together with the General Administrative Expense Claims, the **“Administrative Expense Claims”**);
- iii. approving the proposed procedures (the **“Filing Procedures”**) for filing proofs of claim for administrative expense claims (each, an **“Administrative Expense Proof of Claim”**);
- iv. approving the proposed procedures for providing notice (together with the Filing Procedures, the **“Procedures”**) of the Administrative Expense Bar Dates, including the form of notice (the **“Administrative Expense Bar Date Notice”**), substantially in the form annexed as Exhibit 1 hereto; and
- v. approving the proposed model Administrative Expense Proof of Claim form (the **“Administrative Expense Claim Form”**), substantially in the form annexed as Exhibit 2 hereto.

The Administrative Bar Dates

A. The Administrative Expense Claims Bar Dates

7. The Debtors have engaged in a comprehensive sale process that culminated in a sale of substantially all of their assets and all of their equity interests in non-Debtors to a third party. To assist in their winding down process and to provide needed clarity as to the total amount of potential administrative expense claims against the Debtors’ estates in connection with the formulation and consummation of the Debtors’ forthcoming chapter 11 plan, the Debtors seek to establish the respective bar dates for the General Administrative Expense Claims and the Governmental Administrative Expense Claims.

8. Sections 105(a) and 503(a) of the Bankruptcy Code provide the Court with the requisite authority to enter an order establishing the Administrative Expense Bar Dates in these cases. Section 503(a) of the Bankruptcy Code provides that “[a]n entity may timely file a request for payment of an administrative expense, or may tardily file such request if permitted by the court for cause.” 11 U.S.C. § 503(a). An inference may be drawn from section 503(a) that a deadline should be established for filing claims for administrative expenses to enable a debtor and its creditors to know which persons and entities are asserting administrative priority and what amounts are required to satisfy such claims.

9. Additionally, section 105(a) of the Bankruptcy Code provides, in relevant part, that, “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” Accordingly, the Court has the authority to set a bar date for the filing of all Administrative Expense Claims to provide for an orderly and fair distribution to creditors.

10. Based on the Filing Procedures set forth below, the proposed Administrative Expense Bar Dates will give the Debtors’ creditors sufficient opportunity to prepare and file Administrative Expense Proofs of Claim.

B. The Form of Proof of Administrative Expense Claim

11. The Debtors have prepared, and request that the Court approve, a form for filing a Proof of Administrative Expense Claim based on Official Form 410 that the Debtors have modified to be applicable to filing Administrative Expense Claims substantially in the form annexed as Exhibit 2 hereto (the “**Proof of Administrative Expense Claim Form**”).

The Proposed Procedures for Filing Administrative Expense Claims

12. The Debtors propose the following Filing Procedures for filing Administrative Expense Proofs of Claim:⁶

- i. Unless otherwise provided herein, the General Administrative Expense Bar Date for General Administrative Expense Claims shall be **November 23, 2020 at 5:00 p.m. (Central Time)** and the Governmental Administrative Expense Bar Date for Governmental Administrative Expense Claims shall be **January 19, 2021 at 5:00 p.m. (Central Time)**.
- ii. Administrative Expense Proofs of Claim must conform substantially to the Administrative Expense Claim Form annexed hereto as Exhibit 2.
- iii. Administrative Expense Proofs of Claim either must be filed (i) through the CM/ECF system on the Court's website at <https://ecf.moeb.uscourts.gov/cgi-bin/login.pl>, (ii) electronically using the Electronic Proof of Claim (ePOC) Program on the Court's website at <https://www.moeb.uscourts.gov/epoc-electronic-proof-claim-filing>, (iii) sent by first-class mail or overnight courier to the Clerk of the Bankruptcy Court, Eastern District of Missouri, 111 S. 10th St., 4th Floor, St. Louis, MO 63102; or (iv) sent by first-class mail, overnight courier, or hand-delivery to Briggs Claims Processing Center, c/o KCC, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245. Administrative Expense Proofs of Claim may not be delivered by facsimile or electronic mail transmission.
- iv. Administrative Expense Proofs of Claim will be deemed filed only if actually received by the Clerk of the Court or KCC on or before the applicable Administrative Expense Bar Date by one of the approved methods of filing described in the Motion.
- v. Administrative Expense Proofs of Claim must (a) be signed by the claimant, or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury; (b) set forth with specificity the legal and factual bases for the alleged claim; (c) include supporting documentation (if voluminous, attach a summary) or explanation as to why documentation is not available; (d) be in the English language; and (e) be denominated in United States currency (using the exchange rate, if applicable, as of July 20, 2020).

⁶ For the avoidance of doubt, this Motion *is not* a request for an extension of the General Bar Date for parties asserting prepetition claims or section 503(b)(9) claims to file proofs of claim relating thereto or an alteration of the Governmental Bar Date for Governmental Units to file proofs of claim in respect of prepetition claims against any Debtor.

- vi. Administrative Expense Proofs of Claim must specify by name and case number the Debtor against which the General Administrative Expense Claim or Governmental Administrative Expense Claim is filed; if the holder asserts a General Administrative Expense Claim or Governmental Administrative Expense Claim against more than one Debtor or has a General Administrative Expense Claim or Governmental Administrative Expense Claim against different Debtors, a separate Administrative Expense Proof of Claim must be filed with respect to each Debtor.
- vii. The following persons and entities are not required to file an Administrative Expense Proof of Claim on or before the applicable Administrative Expense Bar Date in order to retain their rights to assert the claims identified below:
 - a. any person or entity that already has filed in proper form an Administrative Expense Proof of Claim against the Debtors in the above-captioned chapter 11 cases, which claim sets forth with specificity the legal and factual basis for the claim and includes supporting documentation upon which the claimant relies to support the General Administrative Expense Claim or Governmental Administrative Expense Claim in a form substantially similar to the Administrative Expense Claim Form;
 - b. any holder of a General Administrative Expense Claim or Governmental Administrative Expense Claim that has been allowed by order of this Court entered on or before the applicable Administrative Expense Bar Date;
 - c. any person or entity whose General Administrative Expense Claim or any Governmental Unit whose Governmental Administrative Expense Claim has been paid in full by any of the Debtors;
 - d. any holder of a General Administrative Expense Claim or Governmental Administrative Expense Claim for which specific deadlines previously have been fixed by this Court;
 - e. any counterparty to an executory contract or unexpired lease of nonresidential real property that was assumed and assigned to the Purchaser pursuant to the Sale Order;
 - f. any person or entity whose General Administrative Expense Claim or any Governmental Unit whose Governmental Administrative Expense Claim is on account of any open purchase orders;
 - g. any person who was employed by any Debtor subsequent to the Petition Date;
 - h. any professional retained by the Debtors or the Creditors' Committee under sections 327, 328, 363 or 1103 of the Bankruptcy

Code and whose claim is for services performed and reimbursements of expenses incurred in these cases; and

- i. the Office of the U.S. Trustee, including any requests for payment of quarterly fees.

Consequences of Failure to File an Administrative Expense Proof of Claim

13. The Debtors propose that, pursuant to Bankruptcy Rule 3003(c)(2), any holder of a General Administrative Expense Claim or Governmental Administrative Expense Claim that fails to file an Administrative Expense Proof of Claim in appropriate form by the applicable Administrative Expense Bar Date “shall not be treated as an administrative creditor with respect to such claim for the purposes of voting and distribution.” Fed. R. Bankr. P. 3003(c)(2). Accordingly, the Debtors request that any holder of a claim against any of the Debtors that is required to file an Administrative Expense Proof of Claim in accordance with the Proposed Order, but fails to do so on or before the applicable Administrative Expense Bar Date, shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors and their property, and the Debtors and their property will be discharged from all indebtedness or liability with respect to any such claim. Moreover, the holder of such claim shall not be permitted to participate in any distribution in these chapter 11 cases on account of such claim, or receive further notices regarding such claim.

Notice of the Administrative Expense Bar Date

14. Pursuant to Bankruptcy Rules 2002(a)(7), (f), and (l), the Debtors propose to provide notice of the Administrative Expense Bar Dates in accordance with the following notice procedures:

- i. Within three (3) business days of entry of an order granting the relief requested herein and at least thirty (30) days prior to the General Administrative Expense Bar Date, the Debtors shall cause KCC to mail the Administrative Expense Bar Date Notice to the following parties (collectively, the “**Notice Parties**”):

- a. the Office of the U.S. Trustee;
 - b. counsel for the Creditors' Committee;
 - c. all parties known to the Debtors as having an actual or potential Administrative Expense Claim against any of the Debtors' estates, including all persons who were employed by the Debtors at any point after the Petition Date;
 - d. all parties who have requested notice of the proceedings in these chapter 11 cases as of the date of entry of an order in respect of this Motion;
 - e. all parties to executory contracts and unexpired leases of the Debtors; and
 - f. such additional persons and entities deemed appropriate by the Debtors.
- ii. The Debtors shall post the Administrative Expense Claim Form and the Administrative Expense Bar Date Notice on the website established by KCC for these chapter 11 cases: <https://www.kccllc.net/briggs>.

15. The Debtors request the Court approve the use of the Administrative Expense Bar Date Notice. Specifically, the Administrative Expense Bar Date Notice notifies parties of:

- i. the Administrative Expense Bar Dates;
- ii. who must file an Administrative Expense Proof of Claim;
- iii. the Procedures for filing an Administrative Expense Proof of Claim;
- iv. the consequences of failing to timely file an Administrative Expense Proof of Claim; and
- v. where parties can find further information with respect to the Debtors' chapter 11 cases.

16. The Debtors intend to supplement notice of the Administrative Expense Bar Dates by providing notice by publication consistent with Bankruptcy Rule 2002(l). See Fed R. Bankr. P. 2002(l) ("The court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice."). Such notice is appropriate for

(i) those holders of Administrative Expense Claims to whom no other notice was sent and who are unknown or not reasonably ascertainable by the Debtors; (ii) known holders of Administrative Expense Claims with addresses unknown by the Debtors; and (iii) holders of Administrative Expense Claims with potential claims unknown by the Debtors. Accordingly, the Debtors propose to publish the Administrative Expense Bar Date Notice, with any necessary modifications for ease of publication, once in *The New York Times* (national edition) and once in the *St. Louis Post Dispatch*, subject to applicable publication deadlines, prior to the General Administrative Expense Bar Date.

The Proposed Administrative Expense Bar Dates Are Reasonable and Appropriate

17. It is widely recognized that bar dates are integral to the goals of chapter 11. Prolonged uncertainty regarding the aggregate liabilities of the bankruptcy estate could delay or derail the development of a sound chapter 11 plan process to the detriment of creditors and parties in interest. *See In re Waterman S.S. Corp.*, 59 B.R. 724, 726 (Bankr. S.D.N.Y. 1986) (“Absent the setting of a bar date, a Chapter 11 case could not be administered to a conclusion.”). The Administrative Expense Claims Bar Dates allow the Debtors and parties in interest to expeditiously determine and evaluate the liabilities of the estates. The absence of such a deadline, in contrast, would prolong creditor uncertainty, increase the costs and expenses incurred by the Debtors in connection with the claims reconciliation process, and delay or even derail the claims process, undercutting principal purposes of bankruptcy law.

18. Here, the Debtors must determine the amount of potentially allowable Administrative Expense Claims to confirm and consummate a chapter 11 plan. Assessing which parties are asserting administrative claims and the quantum of such claims will inform the amount of reserves to establish for administrative claims under the plan and the timing of distributions to creditors under the plan. Moreover, because the Debtors have consummated their sale transaction,

are winding down their estates, and do not expect to incur significant ordinary course expenses going forward, the Debtors submit it is appropriate to set the Administrative Expense Bar Dates at this time.

19. Bankruptcy Rule 2002(a)(7) requires the Debtors to provide at least twenty-one (21) days' notice of the time fixed for filing Administrative Expense Proofs of Claim. Bankruptcy Rule 2002(p)(2) requires at least thirty (30) days' notice to creditors with a foreign address.

20. The Proposed Order provides that the Debtors will provide thirty (30) days' notice to all known creditors. KCC will have three (3) business days from the date of entry of an order in respect of this Motion to complete the mailing of the Administrative Expense Bar Date Notice. For illustrative purposes only, if the Proposed Order is entered by October 20, 2020, KCC will have until Friday, October 23, 2020 to effectuate mailing of the Administrative Expense Bar Date Notice and holders of General Administrative Expense Claims will have thirty-one (31) days from October 23, 2020—*i.e.*, until November 23, 2020—to submit their Administrative Expense Proof of Claim.

21. Accordingly, the Debtors submit that the proposed Administrative Expense Bar Dates and the proposed Procedures provide sufficient time for all parties in interest to assert their respective Administrative Expense Claims. Further, because the proposed Procedures will provide notice to all known parties in interest by mail and notice to any unknown parties in interest by publication, the Debtors submit that the proposed Procedures are reasonably calculated to provide notice to all parties that may wish to assert Administrative Expense Claims in these chapter 11 cases.

22. KCC also will post the Administrative Expense Claim Form, along with instructions for filing Administrative Expense Claims, on the website established in these chapter 11 cases (<http://www.kccllc.net/Briggs>).

23. Accordingly, the Debtors submit that no further or other notice of the Administrative Expense Bar Dates is necessary and that the proposed Procedures provide due and proper notice of the Administrative Expense Bar Dates. Moreover, the Debtors submit that establishing the Administrative Expense Bar Dates and authorizing the Debtors to provide notice thereof, as provided herein, is in their best interests and the best interest of their estates, creditors, and other parties-in-interest.

24. Moreover, relief similar to the relief requested herein seeking to establish the Administrative Expense Bar Dates and approving the related form and manner of filing an Administrative Expense Claim or Governmental Administrative Expense Claim, has been granted in chapter 11 cases by bankruptcy courts in this district. *In re Noranda Aluminum, Inc.*, No. 16-10083 (BSS) (Bankr. E.D. Mo. October 7, 2016) [Docket No. 1255].

Reservation of Rights

25. 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, or (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

26. 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 thirty (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 Unsecured Notes; (v) the Internal Revenue Service; (vi) the United States Attorney's Office for the Eastern District of Missouri; (vii) Brown Rudnick LLP (Attn: Robert J. Stark, Esq. and Osaka P. Lashko, Esq.), as counsel to the Creditors' Committee; (viii) the Securities and Exchange Commission; (ix) any other party that has requested notice pursuant to Bankruptcy Rule 2002; and (x) any other party entitled to notice pursuant to Local Rule 9013-3(E) (collectively, the "**Notice Parties**"). Additionally, copies of this Motion and a proposed order will be made available on the Debtors' case information website (located at <https://www.kccllc.net/Briggs>). Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-3(E)(1).

No Previous Request

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

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: October 2, 2020
St. Louis, Missouri

Respectfully submitted,

CARMODY MACDONALD P.C.

/s/ Robert E. Eggmann
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-and-

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*Counsel to the Debtors and
Debtors in Possession*

Exhibit 1

Administrative Expense Bar Date Notice

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

| | | |
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| In re: BRIGGS & STRATTON CORPORATION, et al., <p style="text-align: center;">Debtors.</p> | § § § § § § § | Chapter 11 Case No. 20-43597-399 (Jointly Administered) |
|--|---------------------------------|--|

**NOTICE OF DEADLINE REQUIRING FILING
PROOFS OF CLAIM FOR ADMINISTRATIVE EXPENSE CLAIMS**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST THE DEBTORS SET FORTH BELOW:

| Name of Debtor | Case Number | Tax Identification Number (Last Four Digits) |
|---|-------------|---|
| Briggs & Stratton Corporation | 20-43597 | 2330 |
| Allmand Bros., Inc. | 20-43598 | 4710 |
| Briggs & Stratton International, Inc. | 20-43599 | 9957 |
| Briggs & Stratton Tech, LLC | 20-43600 | 2102 |
| Billy Goat Industries, Inc. | 20-10575 | 4442 |
| OTHER NAMES USED BY THE DEBTORS IN THE PAST 8 YEARS: | | |
| Briggs & Stratton Power Products Group, LLC Briggs & Stratton Power Products, LLC Briggs & Stratton Power Products Group | | |
| <u>Attorneys for Debtors</u> Robert E. Eggmann Christopher J. Lawhorn Thomas H. Riske CARMODY MACDONALD P.C. 120 S. Central Avenue, Suite 1800 St. Louis, Missouri 63105 Telephone: (314) 854-8600 Facsimile: (314) 854-8660 | | <u>Attorneys for Debtors</u> Ronit J. Berkovich Debora A. Hoehne Martha E. Martir WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 |
| <u>Address of the Clerk of the Bankruptcy Court</u> United States Bankruptcy Court Eastern District of Missouri 111 South 10th Street, Fourth Floor St. Louis, MO 63102 T: (314) 244-4500 Office Hours: 8:30 a.m.–4:30 p.m. Monday–Friday | | |

PLEASE TAKE NOTICE THAT:

YOU ARE RECEIVING THIS NOTICE (“**NOTICE**”) BECAUSE YOU MAY HAVE A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. HOWEVER, THE FACT THAT YOU ARE RECEIVING THIS NOTICE DOES NOT MEAN THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM AGAINST THE DEBTORS OR THAT YOU ACTUALLY HAVE A CLAIM AGAINST THE DEBTORS. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

On July 20, 2020 (the “**Petition Date**”), Briggs & Stratton Corporation and certain of its affiliates (collectively, the “**Debtors**”), filed voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Eastern District of Missouri (the “**Bankruptcy Court**”).

On [●], 2020, the Bankruptcy Court, having jurisdiction over the chapter 11 cases of the Debtors, entered an order (the “**Administrative Bar Date Order**”)¹ establishing certain dates by which certain parties holding administrative expense claims against the Debtors must file proofs of claim.

For your convenience, enclosed with this notice (the “**Notice**”) is an Administrative Expense Claim Form. As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and Office of the United States Trustee. In addition, the terms “persons” and “Governmental Units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

You may be a creditor of one or more of the Debtors. However, the fact that you have received this Notice does not mean that the Debtors believe that you have a claim against the Debtors or that that you actually have claim against the Debtors. You should not file an Administrative Expense Proof of Claim if you do not have a claim against a Debtor. You should consult an attorney if you have any questions, including whether you should file an Administrative Expense Proof of Claim.

If you have any questions relating to this Notice, you may contact the Debtors’ claims and noticing agent, Kurtzman Carson Consultants, LLC (“KCC”), by telephone at (866) 544-7045 (U.S./Canada) or (781) 575-2084 (International) or by e-mail at <http://www.kccllc.net/Briggs/inquiry>.

NOTE: The staff of the Bankruptcy Clerk’s Office, the Office of the United States Trustee, and KCC cannot give legal advice.

THE BAR DATES

The Administrative Bar Date Order establishes:

- i. **November 23, 2020 at 5:00 p.m. (Central Time)** as the deadline (the “**General Administrative Expense Bar Date**”) for each person or entity, other than a Governmental Unit, that asserts entitlement to administrative priority status under sections 503 (but excluding claims under section 503(b)(9)) and/or 507 of the Bankruptcy Code for claims that arose between

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Administrative Bar Date Order.

the Petition Date and October 19, 2020 (each, a “**General Administrative Expense Claim**,” collectively, the “**General Administrative Expense Claims**”); and

- ii. **January 19, 2021 at 5:00 p.m. (Central Time)** as the deadline (the “**Governmental Administrative Expense Bar Date**” and together with the General Administrative Expense Bar Date, the “**Administrative Expense Bar Dates**”) for each Governmental Unit that asserts entitlement to administrative priority status under sections 503 and/or 507 of the Bankruptcy Code for claims that arose between the Petition Date and October 19, 2020 (each, a “**Governmental Administrative Expense Claim**,” collectively, the “**Governmental Administrative Expense Claims**” and together with the General Administrative Expense Claims, the “**Administrative Expense Claims**”).

Claimants should use reasonable best efforts to assign General Administrative Expense Claims and Governmental Administrative Expense Claims to the appropriate dates as listed on the Proof of Administrative Expense Claim Form, and the Debtors and claimant, in consultation with the creditors’ committee, will work in good faith to reconcile such claims to the appropriate date.

WHO MUST FILE A PROOF OF ADMINISTRATIVE CLAIM

Any party with a General Administrative Expense Claim or Governmental Administrative Expense Claim that arose between the Petition Date and October 19, 2020, and such claim is not one of the types of claims described below, whether such claims are not now fixed, liquidated, or certain.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

Administrative Expense Claims include claims for workers’ compensation for incidents occurring in the time period mentioned above.

PARTIES WHO DO NOT NEED TO FILE AN ADMINISTRATIVE EXPENSE PROOF OF CLAIM

Certain parties are not required to file an Administrative Expense Proof of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Administrative Expense Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the applicable Administrative Claims Bar Date need not file Administrative Expense Proofs of Claim:

- a. any person or entity that already has filed in proper form an Administrative Expense Proof of Claim against the Debtors in the above-captioned chapter 11 cases, which claim sets forth with specificity the legal and factual basis for the claim and includes supporting documentation upon which the claimant relies to support the General Administrative Expense Claim or Governmental Administrative Expense Claim in a form substantially similar to the Administrative Expense Claim Form;
- b. any holder of a General Administrative Expense Claim or Governmental Administrative Expense Claim that has been allowed by order of this Court entered on or before the applicable Administrative Expense Bar Date;
- c. any person or entity whose General Administrative Expense Claim or any Governmental Unit whose Governmental Administrative Expense Claim has been paid in full by any of the Debtors;
- d. any holder of a General Administrative Expense Claim or Governmental Administrative Expense Claim for which specific deadlines previously have been fixed by this Court;
- e. any counterparty to an executory contract or unexpired lease of nonresidential real property that was assumed and assigned to Bucephalus Buyer, LLC, pursuant to the *Order (I) Authorizing the Sale of the Assets and Equity Interests to the Purchaser Free and Clear of Liens, Claims, Interests, and Encumbrances; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 898] (the “**Sale Order**”);
- f. any person or entity whose General Administrative Expense Claim or any Governmental Unit whose Governmental Administrative Expense Claim is on account of any open purchase orders;
- g. any person who was employed by any Debtor subsequent to the Petition Date;
- h. any professional retained by the Debtors or the Creditors’ Committee under sections 327, 328, 363 or 1103 of the Bankruptcy Code and whose claim is for services performed and reimbursements of expenses incurred in these cases; and
- i. the Office of the U.S. Trustee, including any requests for payment of quarterly fees.

This Notice may be sent to many persons and entities that have had some relationship with or have done business with the Debtors but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a General Administrative Expense Claim, a Governmental Administrative Expense Claim, or any other type

of claim or that the Debtors or the Bankruptcy Court believe that you have a claim against the Debtors.

WHAT TO FILE

The Debtors are enclosing an Administrative Expense Claim Form for use in these cases. Additional Administrative Expense Claim Forms may be obtained at the website established by the Debtors' Court-approved claims and noticing agent, KCC, located at <https://www.kccllc.net/Briggs>**Error! Hyperlink reference not valid..**

All Administrative Expense Claim Forms must be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must be written in English and be denominated in United States currency (using the exchange rate, if applicable, as of the Petition Date). You must set forth with specificity the legal and factual bases for your claim. You also should attach to your completed Administrative Expense Claim Form any documents on which the Administrative Expense Claim or Governmental Administrative Expense Claim is based (if voluminous, attach a summary) or explanation as to why the documents are not available.

Your Administrative Expense Claim Form must not contain complete social security numbers or taxpayer identification numbers (only the last four (4) digits), a complete birth date (only the year), the name of a minor (only the minor's initials), or a financial account number (only the last four (4) digits of such account number).

Any holder of a General Administrative Expense Claim or a Governmental Administrative Expense Claim against more than one Debtor must file a separate Administrative Expense Proof of Claim with respect to each such Debtor. Any holder of a claim must identify on its Administrative Expense Proof of Claim the specific Debtor against which its claim is asserted and the case number of that Debtor's bankruptcy case. A list of the Debtors and their respective case numbers is set forth above on the first page of this Notice.

WHEN AND WHERE TO FILE

Except as provided for herein, all Administrative Expense Proofs of Claim must be filed so as to be received **on or before November 23, 2020 at 5:00 p.m. (Central Time)** for General Administrative Expense Claims and **on or before January 19, 2021 at 5:00 p.m. (Central Time)** for Governmental Administrative Expense Claims as follows:

IF BY FIRST CLASS MAIL OR OVERNIGHT DELIVERY:

Clerk of the Bankruptcy Court
Eastern District of Missouri
111 S. 10th St., 4th Floor
St. Louis, MO 63102

IF BY FIRST CLASS MAIL, OVERNIGHT DELIVERY, OR BY HAND:

Briggs Claims Processing Center
c/o KCC

222 N. Pacific Coast Highway, Suite 300
El Segundo, CA 90245

IF ELECTRONICALLY:

By using the CM/ECF system on the Court's website at <https://ecf.moeb.uscourts.gov/cgi-bin/login.pl> or via the Electronic Proof of Claim (ePOC) Program on the Court's website at <https://www.moeb.uscourts.gov/epoc-electronic-proof-claim-filing>.

**CONSEQUENCES OF FAILURE TO FILE AN ADMINISTRATIVE
EXPENSE PROOF OF CLAIM BY THE ADMINISTRATIVE CLAIMS BAR DATE**

ANY HOLDER OF A GENERAL ADMINISTRATIVE EXPENSE CLAIM OR GOVERNMENTAL ADMINISTRATIVE EXPENSE CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THE ADMINISTRATIVE EXPENSE BAR DATE ORDER, AS SET FORTH ABOVE, AND THAT FAILS TO TIMELY FILE AN ADMINISTRATIVE EXPENSE PROOF OF CLAIM IN THE APPROPRIATE FORM SHALL NOT BE TREATED AS AN ADMINISTRATIVE CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSE OF PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTORS' CASES ON ACCOUNT OF SUCH CLAIM.

A holder of a potential General Administrative Expense Claim or Governmental Administrative Expense Claim against the Debtors should consult an attorney regarding any matters not covered by this Notice, such as whether the holder should file an Administrative Expense Proof of Claim.

RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' Claims and Noticing Agent, KCC, by telephone at (866) 544-7045 (U.S./Canada) or (781) 575-2084 (International) or by e-mail at <http://www.kccllc.net/Briggs/inquiry>.

THIS NOTICE MAY BE SENT TO MANY PERSONS THAT HAVE HAD SOME RELATIONSHIP WITH OR HAVE DONE BUSINESS WITH THE DEBTORS BUT MAY NOT HAVE AN UNPAID CLAIM AGAINST THE DEBTORS. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM AGAINST THE DEBTORS OR THAT YOU ACTUALLY HAVE A CLAIM AGAINST THE DEBTORS. YOU SHOULD NOT FILE AN ADMINISTRATIVE EXPENSE PROOF OF CLAIM IF YOU DO NOT HAVE A GENERAL ADMINISTRATIVE EXPENSE CLAIM OR GOVERNMENTAL ADMINISTRATIVE EXPENSE CLAIM AGAINST ANY OF THE DEBTORS. YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE AN ADMINISTRATIVE EXPENSE PROOF OF CLAIM.

Exhibit 2

Administrative Expense Claim Form

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