

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re:	§	Chapter 11
	§	
BRIGGS & STRATTON	§	Case No. 20-43597-399
CORPORATION, <i>et al.</i> ,	§	
	§	(Jointly Administered)
	§	
Debtors.	§	Related Docket Nos. 1335, 1337

**PROPOSED ORDER AUTHORIZING DEBTORS TO RETAIN AND EMPLOY
PERKINS COIE LLP, POLSINELLI PC AND KOHNER, MANN & KAILAS, S.C.
AS SPECIAL COUNSEL TO THE DEBTORS**

Upon the application (the “**Application**”)¹ of Briggs & Stratton Corporation and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (the “**Debtors**”), pursuant to sections 327(e), 328 and 330 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules of the United States Bankruptcy Court of the Eastern District of Missouri (the “**Local Rules**”) for authority to retain and employ Perkins Coie LLP (“**Perkins**”), Polsinelli PC² (“**Polsinelli**”) and Kohner, Mann & Kailas, S.C. (“**KMK**,” and collectively with Perkins and Polsinelli, “**Class Counsel**”) as special counsel to the Debtors; and upon the declarations of Christopher Hanewicz, Esq., a partner at Perkins, Russell Jones, Esq., a partner at Polsinelli, and Robert Gegios, Esq., a partner at KMK, all annexed to the Application as **Exhibit A** (the “**Class Counsel Declarations**”) and the declaration of Kathryn M. Buono, Vice President and Secretary of the Debtors, annexed to the Application as **Exhibit B**; and the Court being satisfied, based on the

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Application.

² Polsinelli LLP in California and Polsinelli PC (Inc.) in Florida.

representations made in the Application and the Class Counsel Declarations, that Class Counsel represent no interest adverse to the Debtors' estates with respect to the matters upon which they are to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having represented that adequate and proper notice of the Application has been given and that no other or further notice need be given; and the Court having reviewed the Application; and the Court having held a hearing, if necessary, to consider the relief requested in the Application; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, **it is hereby ORDERED that the Application is GRANTED in that:**

1. The Debtors are authorized to employ and retain Class Counsel as special counsel to the Debtors on the terms and conditions set forth in the Application and the Class Counsel Declarations.

2. Class Counsel are authorized to render professional services to the Debtors related to the Represented Matters, as described in the Application.

3. Notwithstanding anything to the contrary in this Order, Class Counsel shall be expressly excused from the requirement of filing interim and final applications for compensation for their fees and expenses that are due to be paid from assets outside of the Debtors' estates (the "**Non-Estate Fees and Expenses**"). Class Counsel shall only be required

to file applications for compensation for any fee and expenses that they seek to be paid from the Debtors' estates (the "**Estate Fees and Expenses**"), and such Estate Fees and Expenses are approved subject to the standards in 11 U.S.C. § 328(a).

4. For the Estate Fees and Expenses, Class Counsel shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

5. For the Estate Fees and Expenses, Class Counsel shall make reasonable efforts to comply with the U.S. Trustee's request for information and additional disclosures as set forth in the U.S. Trustee Guidelines, in connection with the Application and any interim and/or final fee applications to be filed by Class Counsel in these chapter 11 cases.

6. For the Estate Fees and Expenses, Class Counsel shall be reimbursed for reasonable and necessary expenses as provided by the U.S. Trustee Guidelines.

7. For the Estate Fees and Expenses, each Class Counsel shall provide reasonable notice to the Debtors, the U.S. Trustee, and any statutory committee appointed in these chapter 11 cases of any increase of such counsel's hourly rates as set forth in the Class Counsel Declarations.

8. To the extent there is any inconsistency between this Order and the Application, the provisions of this Order shall govern.

9. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

10. The requirements of Bankruptcy Rule 6003(b) have been satisfied.

11. Notice of the Motion is adequate under Bankruptcy Rule 6004(a).
12. This Order shall be immediately effective and enforceable upon its entry.
13. Nothing herein shall be construed to permit Class Counsel to be allowed reimbursement or compensation for fees or expenses Class Counsel incurs in defense of Class Counsel's fees from legal challenge.
14. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

DATED: _____, 2020
St. Louis, Missouri

HONORABLE BARRY S. SCHERMER
UNITED STATES BANKRUPTCY JUDGE

Order Prepared By:

Robert E. Eggmann, #37374MO
Christopher J. Lawhorn, #45713MO
Thomas H. Riske, #61838MO
CARMODY MACDONALD P.C.
120 S. Central Avenue, Suite 1800
St. Louis, Missouri 63105
Telephone: (314) 854-8600
Facsimile: (314) 854-8660
Email: ree@carmodymacdonald.com
cjl@carmodymacdonald.com
thr@carmodymacdonald.com

*Local Counsel to the Debtors and
Debtors in Possession*

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Ronit J. Berkovich (admitted *pro hac vice*)
Debora A. Hoehne (admitted *pro hac vice*)
Martha E. Martir (admitted *pro hac vice*)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Email: Ronit.Berkovich@weil.com
Debora.Hoehne@weil.com
Martha.Martir@weil.com

*Counsel to the Debtors and
Debtors in Possession*