

**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.	§	Related Docket No. 1352

**[PROPOSED] ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF CBRE, INC. AS REAL ESTATE BROKER AND ADVISOR FOR 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 (collectively, the “**Debtors**”), for entry of an order pursuant to sections 327(a), 328, 330, and 331 of the Bankruptcy Code, Rules 2014 and 2016, and Rules 2014 and 2016-1 of the Local Rules authorizing the Debtors to employ and retain CBRE, Inc. (“**CBRE**”) to serve as the real estate broker and advisor to the Debtors, effective as of December 2, 2020, all as more fully set forth in the Application; and this 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, the Listing Agreements, the Zubel Declaration, and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this 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 this Court having reviewed the Application; and this Court having held a hearing to consider the relief requested in the Application; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and

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

it appearing that the relief requested in the Application is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before this 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, but not directed, pursuant to sections 327 and 328 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014 and 2016-1 to employ and retain CBRE as their real estate broker and advisor as of December 2, 2020, on the terms and conditions set forth in the Application and Listing Agreements.

2. All of CBRE's compensation as set forth in the Listing Agreements is approved pursuant to section 328(a) and 330 of the Bankruptcy Code.

3. CBRE shall file fee applications for monthly, interim, and final allowance of compensation and reimbursement of expenses, as necessary, pursuant to the procedures set forth in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court; provided, however, that CBRE shall be compensated and reimbursed pursuant to section 328(a) of the Bankruptcy Code and CBRE's fees and expenses shall not be subject to review under the standard set forth in section 330 of the Bankruptcy Code.

4. Notwithstanding anything to the contrary in the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any order of this Court, or any guidelines established by the U.S. Trustee regarding submission and approval of fee applications, CBRE and its professionals shall be excused from the requirement to maintain or provide detailed time records for the services provided to the Debtors.

5. Subject to CBRE's compliance with applicable professional standards in its performance of services for the Debtors, CBRE shall use reasonable efforts to comply with

clear and reasonable instructions of the Debtors in avoiding duplication of services provided by the Debtors' other retained professionals in these chapter 11 cases.

6. Notwithstanding paragraphs 1 through 5 of this Order and any provision to the contrary in the Application or the Listing Agreements, the U.S. Trustee shall have the right to object to CBRE's request for compensation and reimbursement based on the reasonableness standard provided in section 330 of the Bankruptcy Code, and not section 328(a) of the Bankruptcy Code. This Order and the record relating to this Court's consideration of the Application shall not prejudice the rights of the U.S. Trustee to challenge the reasonableness of CBRE's fees under section 330 of the Bankruptcy Code. Accordingly, nothing in this Order or the record relating to this Court's consideration of the Application shall constitute a finding of fact or conclusion of law binding on the U.S. Trustee with respect to the reasonableness of CBRE's fees.

7. In the event the Debtors seek to employ and retain CBRE for services not specifically set forth in the Listing Agreements, the Debtors and CBRE shall file an additional retention application seeking approval of this Court.

8. Notwithstanding any other provision to the contrary in the Application, CBRE shall not be entitled to reimbursement of attorneys' fees and expenses incurred in connection with responses to objections to CBRE's fee applications. Moreover, CBRE shall not be entitled to reimbursement of attorneys' fees and expenses incurred in connection with responses by CBRE to requests for information about its fees.

9. CBRE is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code.

10. CBRE shall disclose any and all facts that may have a bearing on whether CBRE, its respective affiliates, and/or any individuals working on the engagement hold or represent any interest adverse to the Debtors, the creditors, or other parties in interest in these cases. The obligation to disclose identified in this paragraph shall be a continuing obligation.

11. Notice of the Application is adequate under Bankruptcy Rule 6004(a).

12. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Order shall be immediately effective and enforceable upon its entry.

13. The Debtors are authorized to take all actions necessary or appropriate to carry out the relief granted in this Order. To the extent that the provisions of this Order are inconsistent with the provisions of the Listing Agreements, the Application, or the Zubei Declaration, the provisions of this Order shall govern.

14. Not later than two (2) business days after the date of this Order, the Debtors shall serve a copy of the Order and shall file a certificate of service no later than twenty-four (24) hours after service.

DATED: _____, 2020
St. Louis, Missouri

HONORABLE BARRY S. SCHERMER
UNITED STATES BANKRUPTCY JUDGE

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