Keith M. Lundin
U.S. Bankruptcy Judge
Dated: 05/10/13

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

In re:	)	
	)	Chapter 11
Oreck Corporation,	)	Case No. 13-04006
ASP Oreck, Inc.	)	Case No. 13-04008
Oreck Direct, LLC	)	Case No. 13-04009
Oreck Merchandising, LLC	)	Case No. 13-04015
Oreck HomeCare, LLC	)	Case No. 13-04012
Vecteur, LLC	)	Case No. 13-04017
Oreck Holdings, LLC	)	Case No. 13-04010
Oreck Manufacturing Company	)	Case No. 13-04013
Oreck Sales, LLC	)	Case No. 13-04016
	)	Judge Lundin

565 Marriot Dr., Suite 300
Nashville, TN 37214

Debtors.

ORDER UNDER BANKRUPTCY CODE SECTION 366 (I) APPROVING THE DEBTORS' ADEQUATE ASSURANCE OF PAYMENT OF UTILITY COMPANIES; AND (II) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS BY UTILITY COMPANIES FOR ADDITIONAL ASSURANCE OF PAYMENT

Upon the motion (the "Motion") of the above-captioned Debtors (the "Debtors") for the entry of an order, pursuant to Section 366 of Title 11 of the United States Code (the "Bankruptcy Code"), (i) approving the Debtors' adequate assurance of payment of the Debtors' utility companies identified in Exhibit A to the Motion (the "Utility Companies"), and (ii) establishing a procedure for resolving requests by any of the Utility Companies for additional adequate assurance; and the Court having reviewed the Motion; and the Court having determined that the relief requested in the Motion is in the best interest of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon

the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted.

2. All Utility Companies in possession of a security deposit shall be authorized to continue to hold such security deposit (the "Cash Deposits") as adequate assurance of payment for Utility Services (as defined in the Motion).

3. The Cash Deposits, in conjunction with Debtors' ability to pay for future utility services in the ordinary course of business and the administrative expense priority afforded to the Utility Companies for post-petition Utility Services (collectively, the "Proposed Adequate Assurance"), shall serve as adequate assurance of payment, under § 366(b) of the Bankruptcy Code, or charges incurred by the Debtors for Utility Services provided by the Utility Companies after the Petition Date.

4. The following Additional Adequate Assurance Procedures are hereby approved as follows:

a. Except as provided by the Additional Adequate Assurance Procedures, the Utility Companies are forbidden to discontinue, alter, or refuse service on account of any unpaid prepetition charges, or require additional adequate assurance of payment.

b. The Debtors will serve a copy of this Order on the Utility Companies within one business day after entry of the Order granting the relief requested herein.

c. In the event that a Utility Company maintains that the Proposed Adequate Assurance is not satisfactory adequate assurance of payment as contemplated by Bankruptcy Code § 366(c)(2), the Utility Company must serve a request (an "Additional Adequate Assurance Request") for adequate assurance in addition to or in lieu of its rights with respect to the Proposed Adequate Assurance so that it is received by the Debtors and their counsel no later than fourteen (14) days after the date of the Order (the "Additional Adequate Assurance Request Deadline").

d. Any Additional Adequate Assurance Request must: (i) be made in writing, (ii) set forth the location for which utility services are provided, (iii) set forth the appropriate account number(s) associated with services, (iv) set forth what the

Utility Company would accept as satisfactory adequate assurance of payment, and (v) set forth a fax and electronic mail address to which the Debtors may respond to the Additional Adequate Assurance Request.

e. Upon the Debtors' receipt of an Additional Adequate Assurance Request, the Debtors shall within seven days (a) advise the Utility Company in writing that the Additional Adequate Assurance Request is acceptable, (b) consensually resolve the Additional Adequate Assurance Request with the Utility Company, or (c) contest the Utility Company's request pursuant to Bankruptcy Code § 366(c)(3) and request the Court to set a hearing ("Determination Hearing") within twenty-one days or at such date as the Debtors and the Utility Company may agree.

f. The Determination Hearing will be an evidentiary hearing at which the Court will determine whether the Proposed Adequate Assurance and the additional adequate assurance of payment requested by the Utility Company should be modified pursuant to Bankruptcy Code § 366(c)(3)(A).

5. Absent further order of this Court, the Utility Companies, including any subsequently-added Utility Companies, are prohibited from altering, refusing, or discontinuing service to or discriminating against the Debtors on account of unpaid prepetition invoices or due to the commencement of this case, or requiring the Debtors to pay an additional deposit or other security in connection with the provision of postpetition Utility Services, other than in accordance with the Additional Adequate Assurance Procedures contained herein.

6. Any Utility Company that does not serve an Additional Adequate Assurance Request by the Additional Adequate Assurance Request Deadline shall be deemed to have received adequate assurance of payment that is satisfactory to such Utility Company within the meaning of § 366(c)(2) of the Bankruptcy Code, and shall further be deemed to have waived any right to seek additional adequate assurance during the course of the Debtors' Chapter 11 cases, except as provided in §§ 366(b)(2) or 366(c)(3) of the Bankruptcy Code.

7. The Debtors are authorized, in their sole discretion, to amend Exhibit A to the Motion to add or delete any entity, and this Order shall apply to any such entity that is subsequently added to Exhibit A, the Debtors shall serve a copy of this Order on such Utility

Company, along with an amended Exhibit A, and such subsequently-added entities shall have twenty-one (21) days from service of the Order to make an Additional Adequate Assurance Request. For any entity that is removed from Exhibit A, the Debtors shall provide notice of such entity's removal and such entity shall have twenty-one (21) days from service of the notice to file an objection with the Court and serve such objection on counsel to the Debtors so as to be received by such date. If an objection is not property filed and served, the entity will be deemed removed from Exhibit A and will not be treated as a Utility Company for purpose of this Order. In the event an objection is property filed and served, the Court shall schedule a hearing to consider such entity's removal and objection thereto. Pending resolution of the objection, the entity shall continue to be treated as a Utility Company for purposes of this Order.

8. In the event that any Utility Company, including a subsequently-added Utility Company, files and/or serves an Additional Adequate Assurance Request after the Additional Adequate Assurance Request Deadline, such request shall be treated as a request under §§ 366(b) or 366(c)(3) of the Bankruptcy Code, as applicable, and shall be granted, if at all, only after the Utility Company making such request schedules such request for hearing, on notice, in accordance with the provisions of the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure, including §§ 366(b) or 366(c)(3) of the Bankruptcy Code.

9. To the extent any entity that is not listed on Exhibit A believes it provides the Debtors with Utility Services within the meaning of Bankruptcy Code § 366, that entity must make a written request to be added to the list within twenty-one (21) days of the date of this Order. Failure to make a written request within the twenty-one (21) day time period bars such entity from terminating the services it provides to the Debtor pursuant to § 366 of the Bankruptcy Code.

10. Notwithstanding anything to the contrary herein, the Debtors' rights to challenge any claim on any basis filed pursuant to 11 U.S.C. § 503(b)(9), including, without limitation, claims filed by Utility Companies or entities removed or deemed removed from Exhibit A, are preserved.

11. The Debtors are authorized to pay on a timely basis in accordance with their prepetition practices all undisputed invoices in respect of postpetition Utility Services rendered by the Utility Companies to the Debtors.

12. Nothing in this Order or the Motion shall be deemed to constitute postpetition assumption or adoption of any agreement under § 365 of the Bankruptcy Code.

13. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

14. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

15. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

This Order Was Signed And Entered Electronically As Indicated At The Top Of The First Page

APPROVED FOR ENTRY:

/s/ William L. Norton III.
William L. Norton III
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Attorney for Debtors

This Order has Been electronically signed. The Judge's signature and Court's seal appear at the top of the first page.
United States Bankruptcy Court.