

Keith M. Lundin
Keith M. Lundin
U.S. Bankruptcy Judge



Dated: 1/8/2014

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

In re:

ORECK CORPORATION, et al

)
) Chapter 11
) Case No. 13-04006

565 Marriott Dr., Suite 300
Nashville, TN 37214

)
) Judge Lundin
) (Jointly Administered)

Debtors.
)
)

**ORDER GRANTING DEBTORS' FIFTH OMNIBUS MOTION TO REJECT CERTAIN
UNEXPIRED EXECUTORY CONTRACTS EFFECTIVE AS OF OCTOBER 31, 2013**

This is before the Court upon the Debtors' Fifth Omnibus Motion To Reject Certain Unexpired Executory Contracts Effective As Of October 31, 2013 (the "Rejection Motion")¹ of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") pursuant to sections 365 of the Bankruptcy Code, authorizing the Debtors to reject the Rejected Contracts effective as of October 31, 2013, and granting such other and further relief as is just and proper; and the Court having reviewed the Rejection Motion; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of this proceeding and the Rejection Motion in this district are proper pursuant to 28 U.S.C. §§ 1408 and 1409; (d) the relief requested in the Rejection Motion is a valid exercise of the Debtors' business judgment and is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; (e) the Debtors provided appropriate notice of the Rejection Motion by service pursuant to Local Rule 9013-1 on November 26, 2013, and the

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Rejection Motion.

opportunity for a hearing on the Rejection Motion; and the Court having determined that the legal and factual bases set forth in the Rejection Motion, the record of these cases, and any hearing on the Rejection Motion (as applicable) establish just cause for the relief granted herein; and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Rejection Motion is GRANTED.
2. The Rejected Contracts listed as Exhibit 1 to this Order are rejected effective as of October 31, 2013.
3. In the event that any party determines that an agreement has been inadvertently included on Exhibit 1 to this Order, the Debtors may submit a follow-up order to remove said agreement from Exhibit 1 to this Order.
4. 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 (No. 10075)

Alexandra E. Dugan (No. 30420)

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Attorneys for Debtors

and

AGREED AS TO FORM:

/s/ Robert J. Welhoelter

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Attorneys for Royal Appliance Mfg. Co.

Counterparty to Agreement	Mailing Address of Counterparty	Debtor Party to Agreement	Title or Type of Agreement	Date of Agreement (if available)
LAWSON INTERNATIONAL ENTERPRISES INC	LAWSON INTERNATIONAL ENTERPRISES INC 85 WEST 2100 SOUTH SALT LAKE CITY, UT 84115	Oreck Holdings, LLC	DOMAIN NAME LICENSE AGREEMENT	January 6, 2009
LETEX ENTERPRISES (HK) LIMITED	LETEX ENTERPRISES (HK) LIMITED 2 LIJING RD LIWU VILLAGE PINGSHAN NEW AREA SHENZHEN, GUANGDONG CHINA, PEOPLE'S REPUBLIC OF	Oreck Corporation	LICENSE AGREEMENT	_____, 2009
LIBERTY MUTUAL GROUP	LIBERTY MUTUAL GROUP MAIL STOP 02B 100 LIBERTY WAY DOVER, NH 03820-5808	Oreck Corporation	LIBERTY MUTUAL WORKERS COMPENSATION AND AUTOMOBILE	
LIBERTY MUTUAL INSURANCE COMPANY	LIBERTY MUTUAL INSURANCE COMPANY C/O BRIAN J FERBER LAW OFFICES OF BRIAN J FERBER, INC. 5611 FALLBROOK AVENUE WOODLAND HILLS, CA 91367	Oreck Corporation	BUSINESS TRAVEL ACCIDENT INSURANCE WITH LIBERTY MUTUAL	
LIBERTY MUTUAL INSURANCE COMPANY	LIBERTY MUTUAL INSURANCE COMPANY C/O BRIAN J FERBER LAW OFFICES OF BRIAN J FERBER, INC. 5611 FALLBROOK AVENUE WOODLAND HILLS, CA 91367	Oreck Corporation	LIBERTY MUTUAL EXCESS CASUALTY	
LITCHFIELD ENTERTAINMENT COMPANY INC	LITCHFIELD ENTERTAINMENT COMPANY INC 9220 SUNSET BOULEVARD SUITE 220 LOS ANGELES, CA 90069	Oreck Direct, LLC	ADMINISTRATION AGREEMENT	February 15, 2012
LIVEOPS INC	LIVEOPS INC 5425 STEVENS CREEK BLVD SANTA CLARA, CA 95051	Oreck Direct, LLC	AMENDMENT 1 TO ORDER FROM EX A TO LIVEAGENT SVCS AGMT (LIVEOPS)	October 12, 2010
LIVEOPS INC	LIVEOPS INC 5425 STEVENS CREEK BLVD SANTA CLARA, CA 95051	Oreck Direct, LLC	LIVEOPS AMENDMENT #2	December 3, 2010
LIVEOPS INC	LIVEOPS INC 5425 STEVENS CREEK BLVD SANTA CLARA, CA 95051	Oreck Direct, LLC	ORECK AMDT #3 TO ORDER FORM EXH A TO LSA (LIVEOPS)	April 11, 2011
LIVEOPS INC	LIVEOPS INC 5425 STEVENS CREEK BLVD SANTA CLARA, CA 95051	Oreck Direct, LLC	LIVEAGENT SERVICES AGREEMENT	January 26, 2010
MARSH USA INC	MARSH USA INC ATTN: BRUCE WALKER 1801 WEST END AVE SUITE 1500 NASHVILLE, TN 37203	Oreck Corporation	COMMERCIAL PREMIUM FINANCE AGREEMENT	First Installment Date: August 1, 2012; Executed on July 6, 2012
MARSH USA INC	MARSH USA INC ATTN: BRUCE WALKER 1801 WEST END AVE SUITE 1500 NASHVILLE, TN 37203	Oreck Corporation	COMMERCIAL PREMIUM FINANCE AGREEMENT	First Installment Date: August 25, 2012; Executed on July 26, 2012
MARSH USA INC	MARSH USA INC 1166 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Oreck Corporation	EXCESS CASUALTY INSURANCE WITH CHARTIS (UMBRELLA LIABILITY)	
MATTHEW BODGAN	MATTHEW BODGAN 4118 EDWARDS AVENUE NASHVILLE, TN 37216	Oreck Corporation	SERVICES AGREEMENT	October 25, 2011
MB ENTERPRISES INC	MB ENTERPRISES INC 1566 NORTH WARSON ROAD ST LOUIS, MO 63132	Oreck Corporation	LETTER AGREEMENT RE: ORECK OUTLET TEST LOCATION IN TULSA, OK	February 18, 2011
MCKEE RISK MANAGEMENT INC	MCKEE RISK MANAGEMENT INC ATTN ED ANDRESCAVAGE/SAM TALARICO 1060 FIRST AVENUE, SUITE 202 KING OF PRUSSIA, PA 19406-1336	Oreck Corporation	MCKEE RISK MANAGEMENT GENERAL LIABILITY CLAIMS	
MEDIAFORGE	MEDIAFORGE DEPT LA 23666 PASADENA, CA 91185-3666	Oreck Corporation	MEDIAFORGE CHANNEL PARTNER AGREEMENT	April 27, 2011, effective as of April 11 and ongoing

MEDIAFORGE	MEDIAFORGE DEPT LA 23666 PASADENA, CA 91185-3666	Oreck Corporation	MEDIAFORGE CHANNEL PARTNER AGREEMENT	April 27, 2011, effective as of April 11 and ongoing
MERCADO ESN INC	MERCADO ESN INC 6210 STONERIDGE MALL RD SUITE 200 PLEASANTON, CA 94588	Oreck Corporation	SOFTWARE AS A SERVICE AGREEMENT	June 30, 2008
MEREDITH CORPORATION	MEREDITH CORPORATION 1716 LOCUST STREET DES MOINES, IA 50309	Oreck Corporation	LIST RENTAL AGREEMENT	May 2, 2011
MEREDITH CORPORATION	MEREDITH CORPORATION 1716 LOCUST STREET DES MOINES, IA 50309	Oreck Corporation	LIST RENTAL AGREEMENT	May 2, 2011
MICROBAN (AMERICAS)	MICROBAN (AMERICAS) ATTN: SCOTT ROSENZWEIG 11515 VANSTORY DRIVE SUITE 125 HUNTERSVILLE, NC 28078	Oreck Corporation	LICENSE AND SUPPLY AGREEMENT	September 1, 2007
MICROBAN (AMERICAS)	MICROBAN (AMERICAS) ATTN: SCOTT ROSENZWEIG 11515 VANSTORY DRIVE SUITE 125 HUNTERSVILLE, NC 28078	Oreck Corporation	AMENDMENT TO LICENSE AND SUPPLY AGREEMENT	March 1, 2008 (original Agreement dated September 1, 2007)
MICROBAN (AMERICAS)	MICROBAN (AMERICAS) ATTN: SCOTT ROSENZWEIG 11515 VANSTORY DRIVE SUITE 125 HUNTERSVILLE, NC 28078	Oreck Corporation	AMENDMENT TO LICENSE AND SUPPLY AGREEMENT	March 1, 2008 (original Agreement dated September 1, 2007)
MICROBAN (AMERICAS)	MICROBAN (AMERICAS) ATTN: SCOTT ROSENZWEIG 11515 VANSTORY DRIVE SUITE 125 HUNTERSVILLE, NC 28078	Oreck Corporation	LICENSE AND SUPPLY AGREEMENT	September 1, 2007
MICROSOFT CORPORATION	MICROSOFT CORPORATION LEGAL & CORPORATE AFFAIRS VOLUME LICENSING GRP ONE MICROSOFT WAY REDMOND, WA 98052	Oreck Corporation	MICROSOFT BUSINESS AND SERVICES AGREEMENT	March 15, 2012
MICROSOFT CORPORATION	MICROSOFT CORPORATION LEGAL & CORPORATE AFFAIRS VOLUME LICENSING GRP ONE MICROSOFT WAY REDMOND, WA 98052	Oreck Corporation	MICROSOFT ENTERPRISE AGREEMENT	March 15, 2012
MICROSOFT CORPORATION	MICROSOFT CORPORATION LEGAL & CORPORATE AFFAIRS VOLUME LICENSING GRP ONE MICROSOFT WAY REDMOND, WA 98052	Oreck Corporation	MICROSOFT ENTERPRISE ENROLLMENT (DIRECT)	March 15, 2012
MICROSOFT CORPORATION	MICROSOFT CORPORATION LEGAL & CORPORATE AFFAIRS VOLUME LICENSING GRP ONE MICROSOFT WAY REDMOND, WA 98052	Oreck Corporation	MICROSOFT VOLUME LISTING - CUSTOMER PRICE SHEET	February 22, 2012
MICROSOFT CORPORATION	MICROSOFT CORPORATION LEGAL & CORPORATE AFFAIRS VOLUME LICENSING GRP ONE MICROSOFT WAY REDMOND, WA 98052	Oreck Corporation	MICROSOFT LETTER TO WILLIAM WILMOTH (ENTERPRISE AMENDMENT)	February 23, 2012
MICROSOFT CORPORATION	MICROSOFT CORPORATION LEGAL & CORPORATE AFFAIRS VOLUME LICENSING GRP ONE MICROSOFT WAY REDMOND, WA 98052	Oreck Corporation	MICROSOFT ENTERPRISE AGREEMENT AMENDMENT	February 23, 2012
MICROSOFT LICENSING, GP	MICROSOFT LICENSING, GP 6100 NEIL ROAD RENO, NV 89511-1137	Oreck Corporation	MULTI USE SOFTWARE LICENSE	February 9, 2010
MIELE, INC	MIELE, INC 9 INDEPENDENCE WAY PRINCETON, NJ 08540	Oreck HomeCare, LLC	AUTHORIZED MIELE DIRECT SELLER AGREEMENT	Executed April [8/28], 2010
MIELE, INC	MIELE, INC 9 INDEPENDENCE WAY PRINCETON, NJ 08540	Oreck HomeCare, LLC	AUTHORIZED MIELE CARE COLLECTION DEALER AGREEMENT - 2010 ADDENDUM A	Executed April [8/28], 2010

MIELE, INC	MIELE, INC 9 INDEPENDENCE WAY PRINCETON, NJ 08540	Oreck HomeCare, LLC	AUTHORIZED MIELE CARE COLLECTION DEALER AGREEMENT – 2010	Executed April [8/28], 2010
MIELE, INC	MIELE, INC 9 INDEPENDENCE WAY PRINCETON, NJ 08540	Oreck HomeCare, LLC	ADDENDUM A AUTHORIZED MIELE DIRECT SELLER AGREEMENT	Executed April [8/28], 2010
MMR STRATEGY GROUP	MMR STRATEGY GROUP 16501 VENTURA BOULEVARD SUITE 601 ENCINO, CA 91436	Oreck Corporation	LETTER RE: ORECK NEEDS-BASED SEGMENTATION STUDY LETTER, TERMS AND CONDITIONS AND PRESENTATION-STYLE PROPOSAL--	July 19, 2010
MOBILE IRON, INC.	MOBILE IRON, INC. 815A EAST MIDDLEFIELD ROAD MOUTAIN VIEW, CA 94043	Oreck Corporation	EVALUATION AGREEMENT	April 19, 2011
NATIONAL UNION FIRE INSURANCE CO OF PITTSBURGH PA	NATIONAL UNION FIRE INSURANCE CO OF PITTSBURGH PA 300 SOUTH RIBERSIDE PLAZA SUITE 2100 CHICAGO, IL 60606-6613	Oreck Corporation	NATIONAL UNION FIRE INSURANCE COMPANY DIRECTOR AND OFFICER (D&O) INSURANCE POLICY CONFIRMATION LETTER	March 12, 2013
NATIONWIDE MARKETING GROUP LLC	NATIONWIDE MARKETING GROUP LLC 110 OAKWOOD DRIVE STE 200 WINSTON-SALEM, NC 27103	Oreck Corporation	AGREEMENT DISTRIBUTOR NATIONWIDE (NATIONWIDE MARKETING GROUP)	June 30, 2011
NETIQ CORPORATION	NETIQ CORPORATION 1233 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	Oreck Corporation	PRODUCT EXCHANGE AGREEMENT	July 28, 2008
NETIQ CORPORATION	NETIQ CORPORATION 1233 WEST LOOP SOUTH SUITE 1800 HOUSTON, TX 77027	Oreck Corporation	PRODUCT EXCHANGE AGREEMENT	July 28, 2008
NEUSTAR, INC.	NEUSTAR, INC. 46000 CENTER OAK PLAZA STERLING, VA 20166	Oreck Corporation	NEUSTAR MASTER SERVICES AGREEMENT	October 23, 2011
NEUSTAR, INC.	NEUSTAR, INC. 46000 CENTER OAK PLAZA STERLING, VA 20166	Oreck Corporation	NEUSTAR ULTRADNS MANAGED SERVICES AGREEMENT ADDENDUM	September 5, 2012
NICE SYSTEMS INC	NICE SYSTEMS INC 301 ROUTE 17 NORTH 10TH FLOOR RUTHERFORD, NJ 07070	Oreck Corporation	TERMS AND CONDITIONS	July 18, 2005
NINESIGMA, INC.	NINESIGMA, INC. OHIO CORPORATION 23611 CHAGRIN BLVD, SUITE 320 CLEVELAND, OH 44122-5540	Oreck Corporation	MASTER SERVICE AGREEMENT NO. 30816	April 26, 2011
ON THE MARK, PRODUCTIONS INC.	ON THE MARK, PRODUCTIONS INC. ATTN: PRESIDENT 136 BRIGHTON AVENUE DEAL, NJ 07723	Oreck Corporation	AGREEMENT FOR PRODUCTION	April 6, 2011
ONPOINT DIGITAL INC.	ONPOINT DIGITAL INC. 200 BLUE FIN CIRCLE, STE 2 SAVANNAH, GA 31410	Oreck Corporation	ONPOINT E-LEARNING PORTAL USE AGREEMENT	August 26, 2008
PACKAGING CORPORATION OF AMERICA	PACKAGING CORPORATION OF AMERICA ATTN: TOM HASTINGS 1935 TRILLIUM LANE CHARLOTTE, NC 28211	Oreck Manufacturing Company	ORECK PROPERTY AND TOOLING (RELATES TO PURCHASE ORDERS)	August 3, 2010
PAULSON MANAGEMENT GROUP, INC.	PAULSON MANAGEMENT GROUP, INC. 5470 CONESTOGA COURT BOULDER, CO 80301	Oreck Direct, LLC	ORECK – PMG AFFILIATE PROPOSAL	December 21, 2011
PAULSON MANAGEMENT GROUP, INC.	PAULSON MANAGEMENT GROUP, INC. 5470 CONESTOGA COURT BOULDER, CO 80301	Oreck Direct, LLC	ORECK – PMG AFFILIATE PROPOSAL	December 21, 2011
PAYMENT PROCESSING INC	PAYMENT PROCESSING INC 8200 CENTRAL AVENUE NEWARK, CA 94560	Oreck HomeCare, LLC	PAYMENT PROCESSING INCORPORATED MERCHANT APPLICATION AND AGREEMENT	August 19, 2010
PAYPAL, INC.	PAYPAL, INC. EBAY PARK NORTH 2211 NORTH FIRST STREET SAN JOSE, CA 95131	Oreck Corporation	PAYPAL SERVICE TERMS – MERCHANT AGREEMENT ATTACHMENT	August 30, 2012

PAYPAL, INC.	PAYPAL, INC. EBAY PARK NORTH 2211 NORTH FIRST STREET SAN JOSE, CA 95131	Oreck Corporation	PAYPAL SERVICE TERMS – MERCHANT AGREEMENT ATTACHMENT	August 30, 2012
PERFORCE SOFTWARE INC	PERFORCE SOFTWARE INC 2320 BLANDING AVENUE ALAMEDA, CA 94501	Oreck Corporation	PERFORCE END USER LICENSE AGREEMENT	May 7, 2010
PERFORCE SOFTWARE INC	PERFORCE SOFTWARE INC 2320 BLANDING AVENUE ALAMEDA, CA 94501	Oreck Corporation	PERFORCE END USER LICENSE AGREEMENT	August 26, 2009
PERFORMANCE ONE MEDIA, LLC	PERFORMANCE ONE MEDIA, LLC 8101 EAST PRENTICE AVENUE SUITE 700 GREENWOOD VILLAGE, CO 80111	Oreck Direct, LLC	LETTER AGREEMENT REGARDING PER-INQUIRY TV	February 20, 2012
PERFORMANCE ONE MEDIA, LLC	PERFORMANCE ONE MEDIA, LLC 8101 EAST PRENTICE AVENUE SUITE 700 GREENWOOD VILLAGE, CO 80111	Oreck Direct, LLC	ORECK LFTV PI ADDENDUM (PERFORMANCE ONE MEDIA)	June 27, 2012
PERFORMANCE ONE MEDIA, LLC	PERFORMANCE ONE MEDIA, LLC 8101 EAST PRENTICE AVENUE SUITE 700 GREENWOOD VILLAGE, CO 80111	Oreck Direct, LLC	LETTER AGREEMENT REGARDING PER-INQUIRY TV	February 20, 2012
PERFORMANCE ONE MEDIA, LLC	PERFORMANCE ONE MEDIA, LLC 8101 EAST PRENTICE AVENUE SUITE 700 GREENWOOD VILLAGE, CO 80111	Oreck Direct, LLC	ORECK LFTV PI ADDENDUM (PERFORMANCE ONE MEDIA)	June 27, 2012
PETSMART, INC.	PETSMART, INC. 19601 NORTH 27TH AVENUE PHOENIX, AZ 85027	Oreck Merchandising, LLC	PETSMART MASTER VENDOR AGREEMENT	April 5, 2011
PHOENIX INTERNATIONAL FREIGHT SVCS, LTD	PHOENIX INTERNATIONAL FREIGHT SVCS, LTD 4659 WORLD PARKWAY CIRCLE ST LOUIS, MO 63134	Oreck Manufacturing Company	CUSTOMS POWER OF ATTORNEY	July 8, 2011
PICC PROPERTY AND CASUALTY COMPANY LIMITED	PICC PROPERTY AND CASUALTY COMPANY LIMITED 3RD FLOOR PICC BUILDING 303 GUANGZHOU AVENUE CENTRAL GUANGZHOU, CHINA, PEOPLE'S REPUBLIC OF	Oreck Corporation	PICC PROPERTY AND CASUALTY COMPANY EMPLOYER'S LIABILITY INSURANCE POLICY	
PICC PROPERTY AND CASUALTY COMPANY LIMITED	PICC PROPERTY AND CASUALTY COMPANY LIMITED 3RD FLOOR PICC BUILDING 303 GUANGZHOU AVENUE CENTRAL GUANGZHOU, CHINA, PEOPLE'S REPUBLIC OF	Oreck Corporation	PICC PROPERTY AND CASUALTY LIMITED FIDELITY GUARANTEE INSURANCE POLICY	
PICC PROPERTY AND CASUALTY COMPANY LIMITED	PICC PROPERTY AND CASUALTY COMPANY LIMITED 3RD FLOOR PICC BUILDING 303 GUANGZHOU AVENUE CENTRAL GUANGZHOU, CHINA, PEOPLE'S REPUBLIC OF	Oreck Corporation	PICC PROPERTY AND CASUALTY COMPANY LIMITED PROPERTY ALL RISKS INSURANCE	
PICC PROPERTY AND CASUALTY COMPANY LIMITED	PICC PROPERTY AND CASUALTY COMPANY LIMITED 3RD FLOOR PICC BUILDING 303 GUANGZHOU AVENUE CENTRAL GUANGZHOU, CHINA, PEOPLE'S REPUBLIC OF	Oreck Corporation	PICC PROPERTY AND CASUALTY COMPANY LIMITED PUBLIC LIABILITY INSURANCE	
PNC BANK, NATIONAL ASSOCIATION	PNC BANK, NATIONAL ASSOCIATION TREASURY MANAGEMENT SERVICES ATTN: DIVISION EXECUTIVE 620 LIBERTY AVENUE, 31ST FLOOR PITTSBURGH, PA 15265	Oreck Corporation	PNC BANK TREASURY MANAGEMENT SERVICES COMPREHENSIVE AGREEMENT	June 17, 2011
POTPOURRI GROUP, INC.(PGI)	POTPOURRI GROUP, INC.(PGI) 222 MILL ROAD CHELMSFORD, MA 01824	Oreck Merchandising, LLC	POTPOURRI GROUP, INC. MERCHANDISE DATA SHEET	Form is dated December 21, 2011, executed by Oreck Merchandising on
PRIME TIME SOLUTIONS, INC.	PRIME TIME SOLUTIONS, INC. 23 GARFIELD STREET TORRINGTON, CT 06790	Oreck Sales, LLC	ORECK AUTHORIZED DEALER AGREEMENT	September 26, 2010

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.