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

In re: ORECK CORPORATION, *et al.*,[1] Debtors.	Chapter 11 Case No. 13-04006 Judge Lundin (Jointly Administered)

ORDER (A) APPROVING THE ADEQUACY OF THE AMENDED DISCLOSURE STATEMENT FOR JOINT AMENDED CHAPTER 11 PLAN OF LIQUIDATION OF ORECK CORPORATION AND ITS AFFILIATED DEBTORS AND DEBTORS-IN-POSSESSION, (B) ESTABLISHING PROCEDURES FOR SOLICITATION AND TABULATION OF VOTES TO ACCEPT OR REJECT THE JOINT AMENDED CHAPTER 11 PLAN OF LIQUIDATION, (C) SCHEDULING A HEARING ON CONFIRMATION OF THE JOINT AMENDED CHAPTER 11 PLAN OF LIQUIDATION AND (D) APPROVING RELATED NOTICE PROCEDURES

The Official Committee of Unsecured Creditors (the "**Committee**") of Oreck Corporation, *et al.*, the above-captioned debtors and debtors-in-possession (the "**Debtors**") (collectively the Committee and Debtors referred to herein as "**Proponents**") having filed an Amended Disclosure Statement dated September 19, 2014 [Docket No. 1544] (the "**Disclosure Statement**"), and the Court having considered the revisions to the Disclosure Statement made since the notice to creditors and it appearing from the statements of counsel for the Committee that the revisions have satisfied all objections and informal comments made by creditors without requiring additional notice, and after due deliberation and sufficient cause appearing therefor; the Court hereby finds the following:

[1] The Debtors are as follows: O Corp Corporation f/k/a Oreck Corporation, ASP O Inc. f/k/a ASP Oreck, Inc., O Direct, LLC f/k/a Oreck Direct, LLC, O Merchandising, LLC f/k/a Oreck Merchandising, LLC, O Homecare, LLC f/k/a Oreck HomeCare, LLC, O Call Center, LLC f/k/a Vecteur, LLC, O IP Holdings, LLC f/k/a Oreck Holdings, LLC, O Manufacturing Company f/k/a Oreck Manufacturing Company, and O Sales, LLC f/k/a Oreck Sales, LLC.

A. Capitalized terms not otherwise defined in this Order have the meanings ascribed to them in the Disclosure Statement, the Plan and/or the Plan Supplement, as the case may be.

B. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

C. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

D. Notice of the Disclosure Statement and the Disclosure Statement Hearing was sufficient and appropriate under the circumstances and complied with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

E. The relief requested by the Proponents and as granted herein is warranted under the circumstances and is in the best interests of the Debtors' estates and their creditors.

F. That the Disclosure Statement is hereby approved and contains adequate information within the meaning of § 1125 of the Bankruptcy Code.

G. The forms of the ballots attached hereto as collective **Exhibit A** (the "**Ballots**") (i) are consistent with Official Form No. 14, (ii) adequately address the particular needs of the above-captioned chapter 11 cases, (iii) are appropriate for each class of claims entitled to vote to accept or reject the Plan, and (iv) comply with Bankruptcy Rule 3017(d).

H. The period during which the Proponents may solicit votes to accept or reject the Plan, as established by this Order, provides a sufficient time for creditors to make informed decisions to accept or reject the Plan and submit timely Ballots.

I. The procedures for the solicitation and tabulation of votes to accept or reject the Plan, as set forth in this Order, provide a fair and equitable voting process and are consistent with § 1126 of the Bankruptcy Code.

J. The procedures for providing notice of the Confirmation Hearing and the other matters set forth in this Order comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

NOW, THEREFORE, IT IS HEREBY ORDERED that:

1. The Disclosure Statement is hereby **APPROVED** as containing adequate information with the meaning of § 1125 of the Bankruptcy Code. The Proponents, through their respective counsel, are authorized to perform all tasks relating to the solicitation of votes on the Plan.

2. A hearing on the confirmation of the Plan shall be held on **November 4, 2014 at 9:00 a.m. (Central Time)** (the **"Confirmation Hearing").** The Confirmation Hearing may be continued from time to time by the Court without further notice other than the announcement of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

3. Objections, if any, to confirmation of the Plan must: (a) be in writing; (b) state the name and address of the objecting party and the nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection to confirmation of the Plan; and (d) be filed with the Court and a copy served on: (i) counsel to the Debtors, Bradley Arant Boult Cummings, LLP, Attention: William L. Norton, III, Esq., P.O. Box 340025, Nashville, Tennessee 37203; (ii) counsel to the Official Committee of Unsecured Creditors, Lowenstein Sandler LLP, Attention: Sharon L. Levine, Esq. and S. Jason Teele, Esq., 65 Livingston Avenue, Roseland, New Jersey 07068; and (iii) the Office of the United States Trustee, Attention: Lloyd Mueller, Esq., 701 Broadway, Suite 318, Nashville, Tennessee 37203,(collectively the "**Service Parties**") so that such objections are received no later than **5:00 p.m. (Central Time) on October 27**, **2014**. Any objections to confirmation of the Plan or to any proposed modifications of the Plan, if not timely filed and served strictly in the manner set forth above may not be considered and may be overruled.

4. The Ballots, substantially in the forms attached hereto as collective **Exhibit A,** are hereby **APPROVED**. The Ballots shall be distributed to holders of claims in the Voting Classes which are entitled to vote to accept or reject the Plan.

5. Within five (5) business days after the entry of this Order, the Proponents shall cause the following materials (the "**Solicitation Materials**") to be served (i) on all Holders

of Claims that are entitled to vote on the Plan, copies of this Order, the Disclosure Statement, the Plan, and a Ballot; and (ii) on all Holders of Claims and Interests that are not entitled to vote on the Plan, copies of this Order, the Disclosure Statement, and the Plan. If the Solicitation Materials are returned as undeliverable, the Proponents shall cause the Solicitation Materials to be resent only once, provided that the United States Post Office has included a forwarding address at least ten (10) business days before the Voting Deadline.

6. To be counted as votes to accept or reject the Plan, all Ballots must be properly executed, completed and delivered to BMC Group, Inc., Attn: Oreck Corporation, P.O. Box 3020, Chanhassen, MN 55317, ("**Balloting Agent**") either (a) by mail, (b) by overnight courier or (c) by personal delivery so that, in each case, they are actually received no later than **5:00 p.m. (Eastern Time) on October 27, 2014** (the "**Voting Deadline**"). Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted or counted.

7. If any claimant seeks to challenge the amount of its claim for voting purposes, such claimant must file a motion pursuant to Bankruptcy Rule 3018(a) for an order temporarily allowing such claim in a different amount or classification for purposes of voting to accept or reject the Plan (a "**Rule 3018 Motion**"), and serve such motion on: the Service Parties so that it is received no more than ten (10) days after the later of (a) the date of service of this Order or (b) the date of service of a notice of an objection, if any, to the underlying claim. Any Ballot submitted by a creditor that files a Rule 3018 Motion will be counted in accordance with the applicable provisions contained herein unless and until the underlying claim is temporarily allowed by the Court for voting purposes in a different amount, after notice and a hearing.

8. In tabulating the Ballots, the following additional procedures shall be utilized: (a) if a creditor casts more than one Ballot voting the same Claim before the Voting Deadline, the last dated Ballot received before the Voting Deadline will be deemed to reflect the voter's intent and thus will supersede any prior Ballots; (b) creditors will be required to vote all of their claims or interests within a particular class under the Plan either to accept or reject the Plan and may not split their votes; thus, a Ballot (or a group of Ballots within a Plan Class

received from a single creditor) that partially rejects and partially accepts the Plan will be deemed to have accepted the Plan; and (c) Ballots that are otherwise validly executed but do not indicate either acceptance or rejection of the Plan will not be counted.

9. The Proponents and the Balloting Agent are authorized to take any action necessary or appropriate to implement the terms of, and the relief granted in, this Order.

10. The Proponents are authorized to file an omnibus reply to any timely filed confirmation objections on or before two business days prior to the Confirmation Hearing..

11. The Court shall retain jurisdiction over the interpretation and enforcement of this Order.

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

APPROVED FOR ENTRY:

/s/ William L. Norton III
William L. Norton III (No. 10075)
Alexandra E. Dugan (No. 30420)
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Woodmont Centre, Suite 520
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Counsel to the Official Committee of Unsecured Creditors

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

In re: ORECK CORPORATION, *et al.*,[1] Debtors.	Chapter 11 Case No. 13-04006 Judge Lundin (Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING THE
COMMITTEE AND THE DEBTORS' AMENDED JOINT PLAN OF LIQUIDATION

The Official Committee of Unsecured Creditors (the "**Committee**") of Oreck Corporation, *et al.* and the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**" and, together with the Committee the "**Proponents**"), filed an Amended Joint Plan of Liquidation dated September 19, 2014 (the "**Plan**") in these bankruptcy cases. The Court approved a disclosure statement with respect to the Plan (the "**Disclosure Statement**"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from BMC Group, Inc., Attn: Oreck Corporation, P.O. Box 3020, Chanhassen, MN 55317, telephone: 888.909.0100. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. If you hold claims in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by BMC Group, Inc., Attn: Oreck Corporation, P.O. Box 3020, Chanhassen, MN 55317 (the "**Balloting Agent**"), either (a) by mail, (b) by overnight courier or (c) by personal delivery so that, in each case, they are actually received no later than 5:00 p.m. (Eastern Time) on October 27, 2014, (the "**Voting Deadline**"), your vote will not count as either an acceptance or rejection of the Plan. Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted or counted, unless otherwise agreed to by the Proponents in writing in their sole discretion.

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[1] The Debtors are as follows: O Corp Corporation f/k/a Oreck Corporation, ASP O Inc. f/k/a ASP Oreck, Inc., O Direct, LLC f/k/a Oreck Direct, LLC, O Merchandising, LLC f/k/a Oreck Merchandising, LLC, O Homecare, LLC f/k/a Oreck HomeCare, LLC, O Call Center, LLC f/k/a Vecteur, LLC, O IP Holdings, LLC f/k/a Oreck Holdings, LLC, O Manufacturing Company f/k/a Oreck Manufacturing Company, and O Sales, LLC f/k/a Oreck Sales, LLC.

If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote on the Plan.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 2 General Unsecured Claim in the amount of $_____ against:

(check the Debtor(s) to which your claim applies)

- ☐ O Corp Corporation f/k/a Oreck Corporation
- ☐ ASP O Inc. f/k/a ASP Oreck, Inc.
- ☐ O Direct, LLC f/k/a Oreck Direct, LLC
- ☐ O Merchandising, LLC f/k/a Oreck Merchandising, LLC
- ☐ O Homecare, LLC f/k/a Oreck HomeCare, LLC
- ☐ O Call Center, LLC f/k/a Vecteur, LLC
- ☐ O IP Holdings, LLC f/k/a Oreck Holdings LLC
- ☐ O Manufacturing Company f/k/a Oreck Manufacturing Company
- ☐ O Sales, LLC f/k/a Oreck Sales, LLC

(Check one box only)

☐ **ACCEPTS THE PLAN** ☐ **REJECTS THE PLAN**

Dated: _____

Print or Type Name: _____

Signature: _____

Title: _____
(if Corporation or Partnership)

Address: _____

_____

RETURN THIS BALLOT TO:

BMC Group, Inc.
Attention: Oreck Corporation
P.O. Box 3020
Chanhassen, MN 55317

VOTING INSTRUCTIONS

1. All capitalized terms used in the Ballot or Voting Instructions but not otherwise defined therein shall have the meaning ascribed to them in the Plan.

2. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if it is accepted by the holders of two-thirds in amount and more than one-half in number of debt claims in each impaired class voting on the Plan. Please review the Disclosure Statement for more information.

3. To ensure that your vote is counted, you must (i) complete the Ballot, (ii) indicate your decision either to accept or reject the Plan, and (iii) sign and return the Ballot to the address set forth herein. Your vote must be received by 5:00 p.m., Prevailing Eastern Time, on or before the Voting Deadline.

4. If a Ballot is received after the Voting Deadline, it will not be counted. **The method of delivery of Ballots is at the election and risk of each holder of a Claim.** Except as otherwise provided herein, such delivery will be deemed made only when the original executed Ballot is actually received by the Balloting Agent. Instead of effecting delivery by mail, it is recommended, though not required, that such holders use an overnight or hand delivery service. In all cases, sufficient time should be allowed to assure timely delivery. **Delivery of a Ballot by facsimile, e-mail or any other electronic means will not be accepted.**

5. If multiple Ballots are received from an individual holder of Claims with respect to the same Claims prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

6. This Ballot does not constitute, and shall not be deemed to be, a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to your Ballot.

8. THE PROPONENTS EXPRESSLY RESERVE THEIR RIGHTS TO OBJECT AT A LATER DATE TO THE AMOUNT ALLEGED HEREIN TO BE DUE TO THE CREDITOR BY THE DEBTOR OR THE INDEBTEDNESS ASSERTED IN A TIMELY FILED PROOF OF CLAIM.

PLEASE RETURN YOUR BALLOT PROMPTLY!

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

In re: ORECK CORPORATION, *et al.*,[1] Debtors.	Chapter 11 Case No. 13-04006 Judge Lundin (Jointly Administered)

BALLOT FOR ACCEPTING OR REJECTING THE
COMMITTEE AND THE DEBTORS' AMENDED JOINT PLAN OF LIQUIDATION

The Official Committee of Unsecured Creditors (the "**Committee**") of Oreck Corporation, *et al.* and the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**" and, together with the Committee the "**Proponents**"), filed an Amended Joint Plan of Liquidation dated September 23, 2014 (the "**Plan**") in these bankruptcy cases. The Court approved a disclosure statement with respect to the Plan (the "**Disclosure Statement**"). The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from BMC Group, Inc., Attn: Oreck Corporation, P.O. Box 3020, Chanhassen, MN 55317, telephone: 888.909.0100. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.

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If the Plan is confirmed by the Bankruptcy Court it will be binding on you whether or not you vote on the Plan.

ACCEPTANCE OR REJECTION OF THE PLAN

The undersigned, the holder of a Class 1 Priority in the amount of $_____ against O Homecare, LLC f/k/a Oreck HomeCare, LLC

(Check one box only)

☐ **ACCEPTS THE PLAN** ☐ **REJECTS THE PLAN**

Dated: _____

Print or Type Name: _____

Signature: _____

Title: _____
(if Corporation or Partnership)

Address: _____

_____

RETURN THIS BALLOT TO:

BMC Group, Inc.
Attention: Oreck Corporation
P.O. Box 3020
Chanhassen, MN 55317

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to your Ballot.

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