

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

In re:)	
)	Chapter 11
ORECK CORPORATION, et al)	Case No. 13-04006
)	
)	Judge Lundin
565 Marriot Dr., Suite 300)	
Nashville, TN 37214)	(Jointly Administered)
Debtors.)	

**DEBTORS' WITNESS AND EXHIBIT LIST FOR HEARING ON (1) MOTION TO
APPROVE SALE AND (2) APPLICATION TO EMPLOY CARL MARKS ADVISORY
GROUP, LLC**

I. EXHIBIT LISTS

The Debtors state that they may offer into evidence the exhibits listed below at the hearing on the above-referenced motions scheduled to begin on July 16, 2013:

A. Motion to Approve Sale

- 1 Asset Purchase Agreement between the Debtors and Royal Appliance Manufacturing Company
- 2 Transcript of Auction held on July 8, 2013
- 3 Revised 13 week cash flow budget for Debtors

B. Application to Employ Carl Marks Advisory Group, LLC

- 1 Application to Employ Carl Marks Advisory Group, LLC
- 2 Declaration of Woolard Harris
- 3 Declaration of W. Michael Robbins
- 4 Declaration of Jeffrey Kies
- 5 Supplement to Application to Employ Carl Marks Advisory Group, LLC
- 6 Consulting agreements dated Feb 19, Apr 30 and May 6, 2013.

- 7 Written consents/resolutions of the Debtors effective Apr 30 and May 20, 2013.
- 8 Manager/director resignation letters of Robbins (May 20) and Nolan (Apr 30).
- 9 Independent contractor agreements (Robbins Feb 19 and May 1; and Kies May 28, 2013).
- 10 Debtors' Petitions filed May 6, 2013.
- 11 Debtors' Statements and Schedules filed Jun 7, 2013.

The Debtors further state that they may offer into evidence exhibits listed on the exhibit list of any other party and any exhibits necessary for impeachment purposes.

II. WITNESS LISTS

The Debtors further state that they may call the following witnesses to testify:

A. Motion to Approve Sale

1. W. Michael Robbins, Chief Restructuring Officer of the Debtors; Carl Marks Advisory Group LLC, 565 Marriot Dr., Suite 300, Nashville, TN 37214, 212-909-8400. Testimony regarding operations of the Debtors and analysis of the various bids at the Auction held on July 8, 2013.

2. Michael Rabin, Managing Director, Sawaya Segalas & Co., LLC; 888 Seventh Avenue, 8th Floor New York, NY 10019 (212) 331-0157. Testimony regarding the marketing of the sale including matters dealing with the Royal Manufacturing Appliance Company and the Auction held on July 8, 2013.

3. Sean Dougherty, Dustin Ellenberger, Gary DeThomas, c/o Gilbert R. Saydah Jr., Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178, 212-808-7612. Representatives from Royal Appliance Manufacturing Company with testimony regarding Royal's asset purchase agreement and anticipated future operations.

B. Application to Employ Carl Marks Advisory Group, LLC

1. Woolard Harris, Carl Marks Advisory Group LLC, 212 South Tryon Street, Suite 1685, Charlotte, NC 28281, 704-714-1245. Testimony regarding the services to be provided to the Debtors by Carl Marks Advisory Group.

2. W. Michael Robbins, Chief Restructuring Officer of the Debtors; Carl Marks Advisory Group LLC, 565 Marriot Dr., Suite 300, Nashville, TN 37214, 212-909-8400. Testimony regarding the services that he has been providing for the Debtors prior to and during this Chapter 11 case.

The Debtors reserve the right to call as witnesses any witness identified on the witness list of any other party.

Respectfully Submitted:

/s/ William L. Norton, III

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