

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

In re:

Chapter 11

ORECK CORPORATION, ET AL.¹

Case No. 13-4006

Judge Lundin

Debtors.

(Jointly Administered)

Related to: Docket No. 93

Hearing Date: July 16, 2013

Hearing Time: 9:00 a.m. (CT)

Objection Due: July 15, 2013, 12:00 p.m. (CT)

**INLAND WESTERN GURNEE, L.L.C. AND INLAND WESTERN
OSWEGO DOUGLASS, L.L.C.'S JOINDER TO THE OBJECTIONS OF
AND RESERVATIONS OF RIGHTS OF OTHER LANDLORDS TO
DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§ 363(B), (F), (K) AND
(M), AND 365 AND FED. R. BANKR. P. 2002, 6004, AND 6006, TO (I)
APPROVE (A) THE SALE TRANSACTION PURSUANT TO THE ASSET
PURCHASE AGREEMENT WITH ORECK ACQUISITION HOLDINGS
LLC, FREE AND CLEAR OF CLAIMS, LIENS, ENCUMBRANCES, AND
OTHER INTERESTS; (B) THE ASSUMPTION AND ASSIGNMENT OF
CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES;
AND (A) ESTABLISH SALE AND BIDDING PROCEDURES; AND (B)
SCHEDULE A SALE APPROVAL HEARING**

Inland Western Gurnee, L.L.C. (the "Gurnee Landlord") and Inland Western Oswego Douglass, L.L.C. (the "Oswego Landlord"), by and through counsel, Menter, Rudin & Trivelpiece, P.C., and local counsel, Frost Brown Todd LLC, submit this joinder (the "Joinder") to the objections and reservations of rights of other landlords to the above captioned debtors' (the "Debtors") *Motion Pursuant to 11 U.S.C. §§ 363(b), (f), (k) and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (i) Approve (a) the Sale Transaction Pursuant to the Asset Purchase Agreement With Oreck Acquisition Holdings LLC, Free and Clear of Claims, Liens,*

¹ The Debtors and their respective Tax ID numbers are as follows: Oreck Corporation, ASP Oreck, Inc., Oreck Direct, LLC, Oreck Merchandising, LLC, Oreck HomeCare, LLC, Vecteur, LLC, Oreck Holdings, LLC, Oreck Manufacturing Company, and Oreck Sales, LLC.

Encumbrances, and Other Interests; (b) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (ii)(a) Establish Sale and Bidding Procedures; and (b) Schedule a Sale Approval Hearing (the “Sale Motion”).

JURISDICTION

1. Venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

BACKGROUND

2. On May 6, 2013, the Debtors filed petitions for relief pursuant to chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the Middle District of Tennessee (the “Court”).

3. Upon information and belief, the Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. One Debtor, Oreck Homecare, LLC, (the “Debtor Tenant”) is a party to a lease (the “Gurnee Lease”) with the Gurnee Landlord of nonresidential real property located at Gurnee Town Center, Gurnee, Illinois (the “Gurnee Premises”).

5. The Debtor Tenant is also a party to a lease with the Oswego Landlord of nonresidential real property located at Oswego Commons, Oswego, Illinois (the “Oswego Premises”).²

6. The Premises are each located within a “shopping center” as the term is used in § 365(b)(3) of the Bankruptcy Code. *See In re Joshua Slocum, Ltd.*, 922 F.2d 1081, 1086–87 (3d

² The Gurnee Landlord and the Oswego Landlord shall be referred to collectively as the “Landlords.” The Gurnee Lease and the Oswego Lease shall be referred to collectively as the “Leases.” The Gurnee Premises and the Oswego Premises shall be referred to collectively as the “Premises.”

Cir. 1990).

7. On May 16, 2013, the Debtors filed the Sale Motion.

8. On June 20, 2013, the Court entered an order approving bidding and sales procedures (the “Bidding Procedures Order”).

9. Pursuant to the Bidding Procedures Order the Debtors held an auction of substantially all of their assets and on July 9, 2013 the Debtors filed a notice identifying Royal Appliance Manufacturing Company as the winning bidder (the “Winning Bidder”) and Oreck Acquisition Holdings, LLC as the back-up bidder.

10. Pursuant to the *Notice of (i) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (ii) Cure Amounts Related Thereto*, which was approved by the Bidding Procedures Order, the Debtors were to provide to the Landlords, upon the Landlords’ written request, a revised asset purchase agreement no later than July 9, 2013. The Landlords made such a request. Notice of the proposed asset purchase agreement between the Debtors, Oreck Acquisition Company, LLC, and the Winning Bidder, as guarantor (the “Revised APA”) and proposed order authorizing the sale of assets was filed at 12:54 a.m. (CT) on July 15, 2013. The Revised APA is not in its final form as footnote 1 of the *Memorandum in Support of Motion of the Debtor for an Order Authorizing and Approving the Sale of Assets Free and Clear of Liens and Other Interests* (Dkt. 556) provides that “[b]racketed provisions within the OAC APA are still being negotiated.” Further, many exhibits and schedules of the Revised APA including the Transition Services Agreement (the “TSA”) have not been filed. The TSA will presumably address the terms of occupancy of the Premises following closing, which are critical for the Landlords.

JOINDER

11. The Landlords have not had sufficient time to review the Revised APA or the proposed order approving the sale, and a final Revised APA has not been filed. The Landlords join in the *Objection of Brixmor Property Group, Inc. and Novi Town Center Investors, LLC to Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b), (f), (k) and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (i) Approve (a) the Sale Transaction Pursuant to the Asset Purchase Agreement With Oreck Acquisition Holdings LLC, Free and Clear of Claims, Liens, Encumbrances, and Other Interests; (b) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (ii)(a) Establish Sale and Bidding Procedures; and (b) Schedule a Sale Approval Hearing (Dkt. 535) and the Limited Objection of the Macerich Company, Passco Companies, LLC, UCR Asset Services, and Deutsche Asset & Wealth Management to the Motion Pursuant to 11 U.S.C. §§ 363(b), (f), (k) and (m), and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006, to (i) Approve (a) the Sale Transaction Pursuant to the Asset Purchase Agreement With Oreck Acquisition Holdings LLC, Free and Clear of Claims, Liens, Encumbrances, and Other Interests; (b) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (ii)(a) Establish Sale and Bidding Procedures; and (b) Schedule a Sale Approval Hearing (Dkt. 544) (collectively the "Limited Objections") as well as any other objections filed by landlords to the extent they do not conflict with the Limited Objections.*

12. Further, the Landlords reserve the right to object to the Sale Motion, Revised APA, final Revised APA and the proposed order approving the sale of assets on additional grounds.

WHEREFORE, the Landlords respectfully request that the Court enter an Order consistent with this Joinder and the Limited Objections and grant the Landlords such other and further relief as the Court deems just and proper.

Dated: July 15, 2013

Respectfully submitted,

FROST BROWN TODD LLC

/s/ Robin Bicket White

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was sent via ECF Noticing to all parties receiving ECF Notice in these chapter 11 cases and to the parties listed below via first class, U.S. mail, postage prepaid on this 15th day of July, 2013:

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