

**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)

**RESERVATION OF RIGHTS OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS WITH RESPECT TO DEBTORS' SALE MOTION AND SALE ORDER**

The Official Committee of Unsecured Creditors (the “**Committee**”)² appointed in the chapter 11 bankruptcy cases of the above-captioned debtors and debtors-in-possession (the “**Debtor**”) submits this reservation of rights (the “**Reservation of Rights**”) with respect to (a) the *Motion by Debtors 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 Holding LLC, Free and Clear of Claims, Liens, Encumbrances, and Other Interests; (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (III) (A) Establish Sale And Bidding Procedures; and (B) Schedule a Sale Approval Hearing* (the “**Sale Motion**”) [Docket No. 93], and (b) the *Proposed Order (I) Authorizing Sale of Assets Free and Clear of Claims, Liens, Encumbrances, and Other Interests Pursuant to Asset Purchase Agreement with Royal Appliance Manufacturing Company; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale; and (III) Granting Related Relief* (the “**Sale Order**”). In support of this Reservation of Rights, the Committee respectfully states as follows:

¹ The Debtors 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.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Sale Order.

RESERVATION OF RIGHTS

1. Following the Auction, the Committee provided the Debtors, Notice Parties, and Purchaser with its comments to the APA and Sale Order.

2. The Committee is not filing a more formal objection to the Sale Motion or Sale Order, because it expects that its comments will be fully incorporated into the Sale Order and APA and that the issues raised by the Committee will be fully resolved prior to the July 16, 2013 hearing to approve the Sale Transaction (the “Sale Hearing”).³

3. Through this Reservation of Rights, the Committee reserves all its rights to raise any objections to the APA or Sale Order if the issues previously communicated to the Debtors, Notice Parties and Purchaser are unresolved at the start of the Sale Hearing, and to the extent of any modifications, amendments or supplements to the Sale Order or APA that may impact the rights of the Committee made prior to or at the Sale Hearing, or based on any other circumstances that arise at or prior to the Sale Hearing.

Respectfully submitted,

/s/ Daniel H. Puryear

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and

³ The Committee and the Second Lien Lenders have agreed to language regarding the payoff of the Second Lien Lenders’ claim as set forth in the proposed Sale Order filed with the Court on July 15, 2013. The Committee supports payment of the secured lenders’ claims at the closing subject to the language provided for in the proposed Sale Order, or such other language as the parties may agree upon.

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*Counsel to the Official Committee of Unsecured
Creditors*

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was filed electronically on the 15th day of July, 2013. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. The Parties may access this filing through the Court's electronic filing system

/s/ Daniel H. Puryear

Daniel H. Puryear