

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

In re:

Oreck Corp., *et al.*,

Debtors.

Chapter 11

Case No. 13-04006 (KML)

(Jointly Administered)

**JOINDER OF DDR CORP., DDRTC FAYETTE PAVILION I AND II, LLC, BRE
DDR RIVERDALE VILLAGE INNER RING, LLC, REGENCY CENTERS, L.P.,
AND REGENCY CENTERS CORP. TO THE LIMITED OBJECTION OF THE
MACERICH COMPANY, PASSCO COMPANIES, LLC, UCR ASSET SERVICES,
AND DEUTSCHE ASSET & WEALTH MANAGEMENT TO 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 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**

DDR Corp., DDRTC Fayette Pavilion I and II, LLC, BRE DDR Riverdale Village
Inner Ring, LLC, Regency Centers, L.P., and Regency Centers Corp. (collectively, the
“Landlords”), by and through their undersigned lead counsel, Kelley Drye & Warren LLP, and
undersigned local counsel, Frost Brown Todd LLC, join in the *Limited Objection Of The
Macerich Company, Passco Companies, LLC, UCR Asset Services, And Deutsche Asset &
Wealth Management To 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 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*¹ (the “Limited Objection”). In support of this joinder, the Landlords respectfully state as follows:

JOINDER

1. The Landlords are the owners or managing agents for the owners of numerous shopping centers located throughout the United States. The above-captioned debtors (the “Debtors”) lease retail space from the Landlords pursuant to written leases at the locations (the “Leased Premises”) identified in the chart attached hereto as Exhibit A. The Leased Premises are located in shopping centers as that term is used in section 365(b)(3) of the Bankruptcy Code. *See In re Joshua Slocum, Ltd.*, 922 F.2d 1081 (3d Cir. 1990).

2. The Landlords share the concerns and objections to the Motion raised in the Limited Objection, including without limitation, that the Debtors have not provided adequate assurance of future performance and that the Debtors should not be authorized to provide “designation rights” to any entities at this point without providing the Landlords with further information regarding the terms of those rights and their impact on the Landlords.

¹ Docket Entry No. 544.

WHEREFORE, the Landlords respectfully request that the relief requested by the Debtors be denied or modified as set forth in the Limited Objection in order to protect the Landlords' rights.

Dated: July 15, 2013
New York, New York

Respectfully submitted,

FROST BROWN TODD LLC

/s/ Robin Bicket White

Robin Bicket White, Esq. (TN Bar No. 019740)
Robert A. Guy, Jr., Esq. (TN Bar No. 016715)
Jason M. Bergeron, Esq. (TN Bar No. 23507)
150 3rd Avenue South, Suite 1900
Nashville, Tennessee 37201
(615) 251-5550 telephone
(615) 251.5551 facsimile
rwhite@fbtlaw.com
bguy@fbtlaw.com
jbergeron@fbtlaw.com

– and –

KELLEY DRYE & WARREN LLP

By: /s/ Robert L. LeHane

Robert L. LeHane
Jennifer D. Raviele
101 Park Avenue
New York, New York 10178
Telephone: (212) 808-7800
Facsimile: (212) 808-7897
rlehane@kelleydrye.com
jraviele@kelleydrye.com

Counsel for DDR Corp., DDRTC Fayette Pavilion I and II, LLC, BRE DDR Riverdale Village Inner Ring, LLC, Regency Centers, L.P., and Regency Centers Corp.

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:

William L. Norton, III
Bradley Arant Boult Cummings LLP
1600 Division Street, Suite 700
Nashville, TN 37203

Daniel J. McGuire
Winston & Strawn LLP
35 West Wacker Drive
Chicago, IL 60601

Richard Stieglitz, Jr.
Cahill Gordon & Reindel LLP
80 Pine Street
New York, NY 10005

Christopher F. Graham
McKenna Long & Aldridge LLP
230 Park Ave., Suite 1700
New York, NY 10169

Lloyd Mueller
Office of the U.S. Trustee
For the Middle District of Tennessee
701 Broadway, Suite 318
Nashville, TN 37203

David Gordon
McKenna Long & Aldridge LLP
303 Peachtree St., Suite 5300
Atlanta, GA 30308

Sharon L. Levine, Esq.
S. Jason Teele, Esq.
Lowenstein Sandler LLP
65 Livingston Avenue
Roseland, New Jersey 07068

Oreck Corporation
565 Marriott Dr., Suite 300
Nashville, TN 37214

/s/ Robin Bicket White
Robin Bicket White, Esq.

EXHIBIT A

<u>Store No.</u>	<u>Mall Name</u>	<u>Location</u>	<u>Landlord</u>
57	Fayette Pavilion	Fayetteville, GA	DDRTC Fayette Pavilion I and II, LLC
133	Gateway Shopping Center	Wayne, PA	Regency Centers Corporation
181	Riverdale Village	Coon Rapids, MN	BRE DDR Riverdale Village Inner Ring, LLC