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

	)	
In re:	)	Chapter 11
	)	_
ORECK CORPORATION, et al <sup>1</sup>	)	Case No. 3:13-bk-04006
	)	Judge Lundin
Debtors.	)	(Jointly Administered)
	)	•

# RESERVATION OF RIGHTS OF 3M COMPANY WITH RESPECT TO DEBTORS' SALE MOTION AND SALE ORDER

3M Company ("3M"), by and through its undersigned counsel, hereby 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. 202, 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 Contacts 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, 3M respectfully states as follows:

<sup>&</sup>lt;sup>1</sup> 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.

## **RESERVATION OF RIGHTS**

- 1. As set forth in the Notice of Completion of Auction filed July 9, 2013 at Docket Number 508 (the "Auction Notice"), Royal Appliance Manufacturing Company and its affiliates (collectively, "Royal"), were determined to be the successful bidder at the auction held July 8, 2013, the assets of the above-captioned debtors, debtors-in-possession and certain affiliates (collectively, the "Debtors"). As a general matter, 3M does not oppose the Sale Motion and the Sale Order at this time. However, 3M does have certain reservations.
- 2. Paragraph 2 of the Auction Notice referenced a list of "Assumable Executory Contracts" (the "Contract List") which included certain cure amounts. Subsequently, on July 12, 2013, the Debtors filed a supplemental notice (the "Supplemental Notice") and indicated that under the Royal APA, Royal has at least sixty (60) days from the date the sale closes to decide and direct the Debtors whether to seek the assumption and assignment or rejection of unexpired leases of non-residential real property and any executory contracts. The Supplemental Notice further provided that no objections to cure amounts for either leases or executory contracts will go forward at the sale hearing. Given the late filing of the Supplemental Notice, 3M did not want its silence to be interpreted as consenting to the proposed treatment of its contracts.
- 3. Through this Reservation of Rights, 3M reserves all of its rights to raise any objection to the assumption, the assumption and assignments, or the rejection of any and all contracts and leases it has with any of the Debtors.

Dated: July 15, 2013 Respectfully submitted,

## FROST BROWN TODD LLC

#### /s/ Robin Bicket White

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Counsel for 3M Company

#### **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 via U.S. Mail to the parties listed below on this 15<sup>th</sup> day of July, 2013:

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