



Keith M. Lundin
U.S. Bankruptcy Judge

Dated: 10/2/2013



**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 Marriott Dr., Suite 300)	
Nashville, TN 37214)	
Debtors.)	(Jointly Administered)
)	

**ORDER APPROVING MODIFIED ENGAGEMENT OF
CARL MARKS ADVISORY GROUP LLC**

This came before the Court upon the Application (the "Application") of the Debtors requesting authority to modify the terms pursuant to which Carl Marks Advisory Group LLC ("Carl Marks") is providing crisis management services to the Debtors during these Chapter 11 cases. It appearing to the satisfaction of the Court that notice of the Motion was provided pursuant to Local Rule 9013-1(h) on September 3, 2013, and that there were no objections to the Application within the deadline established by Local Rule, and accordingly the Application should be granted without further notice or hearing, it is

ORDERED as follows:

1. The Debtors are hereby authorized to modify the terms of the engagement of Carl Marks, including the firm's partners, employees, agents and independent contractors, and specifically, W. Michael Robbins ("Robbins"), as Interim President and Chief Restructuring Officer and Jeffrey E. Kies ("Kies") as Interim Chief Financial Officer, in conjunction with the above-captioned jointly administered Chapter 11 cases, pursuant to 11 U.S.C. § 363 and Bankruptcy Rule 2014, under the terms and conditions set forth in the Second Amended

Consulting Agreement (the "Second Amended Agreement") dated as of May 6, 2013, as modified by the terms of this Order. This modification shall be effective as of August 1, 2013.

2. Notwithstanding anything to the contrary contained in the Application and/or the Second Amended Agreement, effective August 1, 2013, Carl Marks shall charge the Debtors on an hourly basis for the services of Robbins (\$475/hour) and Kies (\$425/hour). Carl Marks shall not incur nor be paid any fees in excess of \$80,000.00, or be reimbursed for related expenses in excess of \$20,000 for the month of August 2013. Thereafter, Carl Marks shall not incur nor be paid any fees in excess of \$35,000.00, or be reimbursed for related expenses in excess of \$20,000.00 per month, unless otherwise agreed by the Committee and the Lenders. Carl Marks shall be paid within five (5) days of delivery of invoices to the Debtors, UST, the Committee, and the Lenders unless any amounts set forth therein are disputed, in which case the undisputed portion shall be promptly paid. Any disputed amounts shall be promptly resolved between Carl Marks and the disputing party. .

3. Except as expressly modified herein, all other provisions of the Court's July 24, 2013 Order Approving Engagement of Carl Marks Advisory Group LLC shall remain in full force and effect.

**This Order Was Signed And Entered Electronically as
Indicated At The Top Of The First Page**

APPROVED FOR ENTRY:

/s/ William L. Norton III
William L. Norton, III (# 10075)
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Attorneys for Debtors

This Order has been electronically signed. The Judge's signature and Court's seal appear at the top of the first page.
United States Bankruptcy Court.