

**FORM OF PUBLICATION NOTICE**

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

In re	) Chapter 11
	)
ORECK CORP., <i>et al.</i> ,	) Case No. 13-04006
	) Judge Lundin
Debtors.	) (Jointly Administered)

**NOTICE OF SALE HEARING TO APPROVE DEBTORS' SALE OF PRINCIPAL  
ASSETS TO ORECK ACQUISITION HOLDINGS LLC**

PLEASE TAKE NOTICE THAT upon the motion (the "Motion"), of Oreck Corporation ("Oreck") and its debtor subsidiaries, as debtors in possession (collectively, the "Debtors" or the "Company"), dated May \_\_\_\_, 2013, the United States Bankruptcy Court for the Middle District of Tennessee (the "Bankruptcy Court") has issued an order dated May \_\_\_\_, 2013 (the "Sale Procedures Order"), among other things, (i) scheduling a hearing (the "Sale Hearing") to approve (a) the Asset Purchase Agreement, dated as of May 15, 2013 (the "APA") by and among Oreck and its Debtor subsidiaries (collectively, the "Sellers") and Oreck Acquisition Holdings LLC (the "Purchaser"), with respect to the sale of substantially all the Debtors' assets (the "Purchased Assets:) free and clear of all liens, claims, encumbrances, and other interests, and subject to higher or better offers (the "363 Transaction"); (b) the assumption, assignment, and sale to the Purchaser pursuant to the APA of certain executory contracts and unexpired leases of personal property and nonresidential real property (the "Assigned Agreements"); and (i) approving certain procedures for the submission and acceptance of any competing bids (the "Sale Procedures"); (ii) approving a procedure for the assumption, assignment, and sale to the Purchaser pursuant to the APA of the Assigned Agreements; (iii) approving the form and manner of notice of the Motion and the relief requested therein and of the Sale Hearing; and (iv) setting a deadline for the filing of objections, if any, to the relief requested in the Motion.

**A. THE ASSET PURCHASE AGREEMENT**

The total consideration under the APA for the sale of the Purchased Assets is equal to the sum of \$21,882,000 payable as follows: (i) \$14.5 million cash; and (ii) the assumption by the Purchaser of certain assumed liabilities totaling approximately \$7.38 million, all as set forth more fully in section 1:6 of the APA, a copy of which is attached to the Motion as Exhibit "B."

**B. COPIES OF THE MOTION AND SALE PROCEDURES ORDER**

This Notice provides only a partial summary of the relief sought in the Motion and the terms of the Sale Procedures Order. Copies of the Motion, the APA (excluding certain commercially

sensitive information), and Sale Procedures Order are available for inspection by accessing the website of the Debtors' noticing agent, BMC Group at [www.bmcgroup.com/oreck](http://www.bmcgroup.com/oreck).

**A. THE SALE HEARING**

The Sale Hearing will be held in Courtroom Two of the United States Bankruptcy Court for the Middle District of Tennessee, 701 Broadway, Nashville, TN, on July \_\_\_\_, 2013 at 9:30 am (Central Time). The Sale Hearing may be adjourned without notice by an announcement of the adjourned date at the Sale Hearing.

**B. RESPONSES OR OBJECTIONS**

Objections to the motion shall be filed with the Clerk of the Bankruptcy Court and served upon: (a) the Debtors, c/o Oreck Corporation, 565 Marriott Dr., Suite 300, Nashville, TN 37214; (ii) attorneys for Debtors, William L. Norton III, Bradley Arant Boult Cummings LLP, 1600 Division St., Suite 700, Nashville, TN 27203, (iii) attorneys for the Stalking Horse Bidder, McKenna Long & Aldridge LLP, 230 Park Avenue New York, New York 10169 (Attn: Christopher F. Graham, Esq.); (iv) attorneys for DIP Lender, Dan McGuire, Winston & Strawn, LLP, 35 W. Wacker Dr., Chicago, IL 60601; (v) the attorneys for the Creditors Committee, if any; (v) and the Office of the United States Trustee for the Middle District of Tennessee.

**SO AS TO BE RECEIVED NO LATER THAN JUNE \_\_, 2013 AT 5:00P.M (CENTRAL TIME) (the "Objection Deadline").**

The failure to any person or entity to file a response or objection on or before the Objection Deadline shall be deemed a consent to the 363 Transaction and the other relief requested in the Motion, and shall bar the assertion, at the Sale Hearing or thereafter, of any objection to the Sale Procedures, the Motion, the 363 Transaction, and the Debtor's consummation of the 363 Transaction.

Dated: Nashville, Tennessee  
\_\_\_\_\_, 2013

Respectfully submitted,

/s/ William L. Norton III

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