

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
NEBRASKA BOOK COMPANY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 11-12005 (PJW)
Debtors.	)	Jointly Administered
	)	Related Docket No. <u>845</u>

**ORDER AUTHORIZING THE DEBTORS TO (A) ASSUME CERTAIN UNEXPIRED LEASES, (B) SET CURE AMOUNTS WITH RESPECT THERETO, (C) REJECT CERTAIN UNEXPIRED LEASES AND ANCILLARY CONTRACTS EFFECTIVE AS OF FEBRUARY 29, 2012, AND (D) SET THE BAR DATES FOR FILING PROOFS OF CLAIM RELATED THERETO**

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") authorizing and approving the Debtors to (a) assume the Assumed Leases<sup>2</sup> of certain nonresidential real property set forth in Attachment 1 attached hereto, (b) set cure amounts with respect thereto, (c) reject the Rejected Leases, including any guaranties thereof and any amendments, modifications, or subleases thereto, of certain nonresidential real property and Ancillary Contracts set forth in Attachment 2 attached hereto effective as of February 29, 2012, and (d) set the bar dates for filing proofs of claim related thereto; as more fully set forth in the Oppegard Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number include: Nebraska Book Company, Inc. (9819); Campus Authentic LLC (9156); College Bookstores of America, Inc. (9518); NBC Acquisition Corp. (3347); NBC Holdings Corp. (7477); NBC Textbooks LLC (1425); Net Textstore LLC (6469); and Specialty Books, Inc. (4807). The location of the debtors' service address is: 4700 South 19th Street, Lincoln, Nebraska 68512.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.



district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estate, their creditors, and other parties in interest; and the Debtors having provided appropriate notice under the circumstances of the Motion and the opportunity for a hearing on the Motion, and that no other or further notice is required; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Assumed Leases set forth in Attachment 1 to this Order are hereby deemed to be assumed by the Debtors to the extent the Debtors have any lessee interests therein pursuant to section 365 of the Bankruptcy Code.
3. The Cure Amount set forth on Attachment 1 to this Order for each of the Assumed Leases is approved.
4. To the extent necessary, the Debtors have demonstrated adequate assurance of future performance and have satisfied the requirements set forth in section 365(b)(1)(C) of the Bankruptcy Code.
5. Each counterparty to an Assumed Lease is hereby barred and permanently enjoined from asserting against the Debtors any default, claim, or liability existing, accrued, arising, or relating to such Assumed Lease for the period prior to the entry of this Order.
6. The Debtors are authorized to reject the Rejected Leases and Ancillary Contracts set forth on Attachment 2 attached hereto.

7. Each of the Rejected Leases and Ancillary Contracts set forth on Attachment 2 attached hereto is rejected effective as of February 29, 2012.

8. Upon the Debtors' vacation of the applicable premises covered by a Rejected Lease on February 29, 2012, the Debtors shall file on the docket a notice of such vacation, in substantially the form set forth on Attachment 3 attached hereto (the "Notice of Vacation") and serve such Notice of Vacation on the applicable Rejected Lease counterparty. In no event shall the effectiveness of the rejection of any Rejected Lease be dependent on the time or manner of service of the Notice of Vacation, nor shall the time and manner of service of any Notice of Vacation have any effect of the effectiveness of the rejection of any Rejected Lease, such rejection having been approved in its entirety hereby.

9. The bar dates for filing proofs of claim related to the Rejected Leases and Ancillary Contracts is hereby set for 30 days from the effective date of rejection of any applicable lease.

10. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity of any claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; or (d) an implication or admission that any particular claim is of a type specified or defined in this Order of the Motion.

11. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of the Local Bankruptcy Rules are satisfied by such notice.

12. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

14. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Date: Jan. 17, 2012  
Wilmington, Delaware

  
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THE HONORABLE PETER J. WALSH  
UNITED STATES BANKRUPTCY JUDGE

**ATTACHMENT 1**

**Assumed Leases and Cure Amounts**

## Lease Assumption Schedule

Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Specialty Book Company, Inc.	F. Duane and Irene E. Larson 4700 South 19th Street Lincoln, NE 68512	Warehouse 5001 S. 19th Street Lincoln, NE 68512	3/31/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Campus Pharmacy Building/Greeley, LLC 1616 12th Avenue Greeley, CO 80631	The Book Stop 931 16th Street Greeley, CO 80631	12/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Kay Baum Associates c/o THP Property Management 16826 Kerchieval Place Grosse Pointe, MI 48230	Ned's Bookstore (MSU) 131 East Grand East Lansing, MI 48823	6/30/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	MM Plantation Company 4876 Pineview Circle Delray Beach, FL 33445	Ned's Bookstore (MSU) 135 East Grand River Ave. East Lansing, MI 48823	6/30/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Cohen Volusia, LLC Bryan S. Cohen P.O. Box 223244 West Palm Beach, FL 33422  With Notice To: Cohen, Norris, Scherer, Weinberger, & Wolmer, P.A. Attn: Fred C. Cohen, Esquire 712 U.S. Hwy One Suite 400 North Palm Beach, FL 33408  With Notice To: Cohen Commercial Management, LLC Attn: Bryan S. Cohen P.O. Box 223244 West Palm Beach, FL 33422	College Book Rack 1456 W. Internat. Speedway Blvd. Daytona Beach, FL 32114	3/31/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Lisa Michelle Gibson, Trustee of the Lisa Michelle Gibson Marital Trust 3012 Cliffside Road Kingsport, TN 37660	The College Store 824 West Walnut Johnson City, TN 37604	7/31/2014	1/19/2012	\$0.00

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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	Sanders, L.P. Bryan Sanders and/or Susan E. Sanders 3104 West 28th Circle Lawrence, KS 66047	University Book Shop 1116 West 23rd Street Lawrence, KS 66046	5/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	South Carolina Book Store, Inc. E.A. Bailey, President Post Office Box 24 Columbia, SC 29202	South Carolina Bookstore 801 Main Street Columbia, SC 29202	5/31/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Palmetto Holdings, Inc. c/o Timothy G. Quinn PO Drawer 12589 Columbia, SC 29211	University Books of Charleston 360 King Street Charleston, SC 29401	12/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	College Plaza c/o PCRES c/o David Gibbs 13520 Discovery Drive Omaha, NE 68137	The College Store 1420 W 24th, #A Kearney, NE 68845	6/30/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	WEA Gateway LLC 11601 Wilshire Blvd, 11th Floor Los Angeles, CA 90025	Big Red Shop Gateway Shopping Center Lincoln, NE 68505	1/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	AHA Family Limited Partnership Arthur V. Adams, President 18321 Ventura Boulevard Suite 920 Tarzana, CA 91356-4255	Rebelbooks 4650 South Maryland Parkway Las Vegas, NV 89119	7/31/2017	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Kelby Herman 1102 W 7th Street Wayne, NE 68787	Wayne State College Bkst 1022 Main Street Wayne, NE 68787	7/31/2014	1/19/2012	\$0.00

## Lease Assumption Schedule

Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	Richard F. Martin Farms Attn: Mark Martin 25660 South 12th Street Martell, NE 68404  <i>With Notice To:</i> University of Nebraska-Lincoln Property Management 1901 Y Street Lincoln, NE 68512	Nebraska Bookstore 1320 Q Street Lincoln, NE 68508	12/31/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	<i>With Notice To:</i> University of Nebraska-Lincoln Director of Research Finance 303 Canfield Administration Building Lincoln, NE 68588-0433				
Nebraska Book Company, Inc.	Julius Walton Trust 100 S. Ocean Blvd Room 544 Manalapan, FL 33462	The College Store 1015 S. Rural Road Tempe, AZ 85281	4/30/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Greentree Village Ltd c/o Evans Realty P.O. Box 13059 Oakland, CA 94661	University Text & Tools 1800 S. Milton Rd, ste 100 Flagstaff, AZ 86001	4/30/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Virginia K. Smith 23 Little Bay Harbor Drive Ponta Verda Beach, FL 32082  <i>With Notice To:</i> PNC Bank, NA D.W. Horton, Vice President One PNC Plaza, 18th Floor 249 Wood Street Pittsburgh, PA 15222	GotUsed Bookstore 206 East College Avenue State College, PA 16801	10/31/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Hoge Properties Charles R. Hoge 306 W 7th St Ste 901 Fort Worth, TX 76102	Tech Bookstore 118 South Main Blacksburg, VA 24060	8/31/2016	1/19/2012	\$0.00



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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	The Diff Group, L.L.C. 1731 Forest View Lane Blacksburg, VA 24060	Tech Bookstore 118 South Main Blacksburg, VA 24060	6/14/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Unical, LLC c/o NPS 1107 S. Tillotson Suite 3 Muncie, IN 47304	Collegiate Book Exchange 1716 W. University Ave. Muncie, IN 47303	2/29/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	S.E. Capital Investments, LLC P.O. Box 404 Lebanon, OH 45036	The College Store 2812 Colonel Glenn Highway Fairborn, OH 45324	10/31/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Black Wilshire Ridgley, LLC 433 N Camden Dr Ste 1070 Beverly Hills, CA 90210	College Town 1770 N. High Street Columbus, OH 43201	5/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Georgia Book Store, Inc. c/o Timothy G. Quinn PO Drawer 12589 Columbia, SC 29211	Georgia Bookstore 124 Edgewood Avenue Atlanta, GA 30303	12/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Pate Hackberry, LLC Luther S. Pate IV, Manager P.O. Box 20828 Tuscaloosa, AL 35402	The College Store 1555 Hackberry Lane, Ste 106 Tuscaloosa, AL 35401	12/29/2018	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Odell Associates Limited Partnership 27 Orchard Drive West Redding, CT 06896	Ulrich's Bookstore 1115 South University Ann Arbor, MI	8/31/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Fred C. Ulrich Trust c/o Chisholm & Dames 123 N Ashley Ann Arbor, MI 48104	Ulrich's Bookstore 549 East University Avenue Ann Arbor, MI 48107	8/31/2016	1/19/2012	\$0.00

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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	Odeil Associates Limited Partnership 27 Orchard Drive West Redding, CT 06896	Ulrich's Bookstore 1111 & 1117 South University Avenue Ann Arbor, MI 48107	8/31/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Rendezvous Café 1110 S. University Ann Arbor, MI 48104	Ulrich's Bookstore - Parking Lot 609 East University Ann Arbor, MI 48107	Month-to-Month	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Auburn Square Properties, LLC c/o Phillip Vestevich 800 W. Long Lake Road Suite 200 Bloomfield Hills, MI 48302	Textbook Outlet 2592 N. Squirrel Rd. Auburn Hills, MI 48326-2276	9/30/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Old Dominion Shopping Center Inc. c/o Bill Gray P.O. Box 6371 Norfolk, VA 23508	Dominion Bookstore 1074 West 47th Street Norfolk, VA 23508-1910	12/31/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Olga Hartman 2407 W 10th Ave Stillwater, OK 74074	Cowboy Book 520 West Elm Stillwater, OK 74074	8/31/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	DoubleSweet LTD Attn: W. J. Dwyer - General Partner 13066 County Road 4224 Frankston, TX 75763	Collquium Bookstore 320 University Drive San Marcos, TX 78666	Month-to-Month	1/19/2012	\$0.00
Nebraska Book Company, Inc.	4th and Indiana, LLC Attn: Brad Andrews 8001 Quaker Suite K Lubbock, TX 79424	Double T Bookstore 3204 4th Street Lubbock, TX 79415	12/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	7501 Baltimore Avenue LLC Attn: Josef Mittelmann 107 Prospect Street Providence, RI 02906	Maryland Book Exchange 4500 College Avenue College Park, MD 20740	9/30/2015	1/19/2012	\$0.00

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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	Baylor University General Counsel One Bear Place #97034 Waco, TX 76798-7034	University Bookstore - Spirit Shop 1205 South 8th Street Waco, TX 76706	10/31/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Campus Place Investments, LLC Rodger Johnson 2855 10TH AVE N Grand Forks, ND 58203	Dakota Textbook Company 415 N. 42nd Grand Forks, ND 58203	5/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Malcolm C. McNeill, III and Joyce S. McNeill 3365 Garber Road Tallahassee, FL 32303	Bill's Bookstore 111 S. Copeland Street Tallahassee, FL 32304-4301	10/31/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	McLean County Land Trust c/oHeartland Bank & Trust 205 North Main Street Bloomington, IL 61701	The Alamo II 319 North Street Normal, IL 61761-4531	3/31/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Cedar Equities Ltd. 1 Sleinman Parkway Suite 220 Jacksonville, FL 32216	College Book Rack Volume I 3520-1 St. Johns Bluff Road Jacksonville, FL 32224	12/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Johnny W. Bruce & Beverly A. Bruce 209 Inlet Drive St. Augustine, FL 32080	College Book Rack Volume II 4273 Roosevelt Blvd Jacksonville, FL 32210	5/31/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Flo-Mar Apartments 123 Perrin Street #3 Ypsilanti, MI 48197	Garage Rental 230 Summit Ypsilanti, MI 48197	Month-to-Month	1/19/2012	\$0.00

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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	The Textbook Company, Inc. William D. Roe, President 9595 East Sunnyside Scottsdale, AZ 85260  With Notice To: Wiley Family, LLC c/o Robert A. Applewhite, Attorney-in-Fact RBI Management Services, LLC 6829 North 12th Street Suite 206 Phoenix, AZ 85014	The Textbook Company 1840 West Southern Ave. #1 Mesa, AZ 85202	7/14/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	The Ferguson Properties LLC 2230 Whitman Road Raleigh, NC 27607	Packbacker's Student Bookstore 2900 Hillsborough Street Raleigh, NC 27607	7/31/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Sparacio, LLC 901 Greenville Ave Staunton, VA 24401	Warehouse 1003 North Main Street Radford, VA 24141	6/30/13	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Demetree Alpha Trust 3348 Edgewater Drive Orlando, FL 32804	College Book & Supply 12140 Collegiate Way, Ste 140 Orlando, FL 32817	10/31/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	CBS Real Estate II, LLC 777 Walker, Suite 2530 Houston, TX 77002	Florida Book Store 1614 West University Avenue Gainesville, FL 32603	5/31/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Rothco Investors, Ltd. Attn: General Counsel or Bankruptcy Division 360 Graham Rd College Station, TX 77845	Traditions Bkst-George Bush 340 George Bush Drive College Station, TX 77840	3/31/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Stone Mesa, Ltd. c/o Capital Vista Investment, Inc PO Box 164131 Austin, TX 78716	Bevo's Northridge 11900 Metric Blvd., Ste B Austin, TX 78758	11/30/2015	1/19/2012	\$0.00

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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	Aquarena Plaza, LLC 1504 Aquarena Plaza San Marcos, TX 78666	Colloquium #3 425 North LBJ Drive San Marcos, TX 78666	12/31/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Tangent Leasing Corporation Joe Priest 1240 Deer Creek Circle Austin, TX 78620	Bevo's ACC 1202 East 29th Street Austin, TX 78701	5/31/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	John C Culpepper III PO DRAWER JC College Station, TX 77841	Traditions Bkst-College Station 303 College Avenue College Station, TX 77840	3/31/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	James E. Raney 2915 East Starr Avenue Nacogdoches, TX 75961	Varsity Book Store 315 East College Street Nacogdoches, TX 75965	2/28/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	James E. Raney 2915 East Starr Avenue Nacogdoches, TX 75961	Varsity Book Store - Parking Lot 315 East College Street Nacogdoches, TX 75965	6/30/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Richeson Companies PO BOX 1299 Graham, TX 76450	Store Signage 1601 West Washington Stephenville, TX 76401	Month-to-Month	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Rathco Investors, Ltd. c/o LD Ventures, Inc. PO Box 10071 College Station, TX 77842	The College Store 1603 West Washington Stephenville, TX 76401	11/30/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	P-3 Development 2260 Wednesday St. Tallahassee, FL 32308-8306	The College Store 2301 Midwestern Pkwy., Ste 106 Wichita Falls, TX 76308	6/30/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Crimson Village, LLC 12906 N Addison Street Spokane, WA 99218-8204	Crimson & Gray 1096 SE Bishop Blvd Pullman, WA 99163	2/28/2016	1/19/2012	\$0.00

## Lease Assumption Schedule

Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	BAT Riverbend PO BOX 1699 Waco, TX 76708-1699	Highlander Student Bookstore 1845 Lake Shore Drive, Ste F Waco, TX 76708-3733	11/30/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	JRM Enterprises, LLC 54 East Main Street Newark, DE 19711	Delaware Book Exchange 58 East Main Street Newark, DE 19711	10/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Ronald L. Anders, Sr. and Rosemary K. Anders 2487 Danbury Dr. Auburn, AL 64105-1444	Anders Bookstore 212 W. Magnolia Auburn, AL 36830-4757	7/31/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	WRI/Utah Properties, LP PO Box 924133 Houston, TX 77292-4133	PJ's College Books 1935 W. 4700 S. Taylorsville, UT 84118	5/31/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Rosebriar Spring Creek, LP Mr. Ryan D. Stewart PO Box 541208 Dallas, TX 75354-1208	Neebo Bookstore 1201 E. Spring Creek Parkway Plano, TX 75074	12/31/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Fifth Avenue Frisco Texas Gruber Properties, LLC Attn: Jon Gruber 1300 Bristol North Suite 100 Newport Beach, CA 92660	PJ's Text Books 5995 Preston Rd, Suite 102 Frisco, TX 75034	12/31/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Retail @ College Hill, LLC 601 N Iowa Lawrence, KS 66044-9643  With Notice To: Zimmer Real Estate Services, LP Attn: Matt McFadden, VP - Corp. Services 1200 Washington Street Suite 100 Kansas City, MO 64105-1444	Neebo 1635 SW Washburn Ave, Suite B Topeka, KS 66604	66044	1/19/2012	\$0.00

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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	San Marcos Center 2601 E. McCarty Lane Rm 524 San Marcos, TX 78666	Colloquium #2 700 North LBJ San Marcos, TX 78666	2/28/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Mike Klein c/o Nebraska Book Company 4700 South 19th Street Lincoln, NE 68512	Double T Bookstore III 1103 University Ave. Lubbock, TX 79401	7/31/2017	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Malcolm M. McNeill, III and Joyce S. McNeill 3365 Garber Road Tallahassee, FL 32303	Bill's Bookstore 1411 W. Tennessee St. Tallahassee, FL 32304	10/31/2014	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Westwood Plaza, LLC 2020 W. Pensacola St. Tallahassee, FL 32304	Bill's Bookstore 2020 West Pensacola St. Tallahassee, FL 32304	4/30/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Frank Pham PO Box 80773 Austin, TX 78708	UBS Bookstore 500 Bagby Unit A Waco, TX 76706	6/30/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Alan Dawson and Monica Dawson 5200 Quarry Ledge Road Roca, NE 68430	Textbook Corner 1121 Commercial Street Emporia, KS 66801	6/30/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Sheryl Starry and Warren Burkholder 7038 Hathor Corpus Christi, TX 78412	Student Book Store 3002 Ayers Corpus Christi, TX 78404	10/31/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Sinai Properties, Inc. 13661 Jupiter Road Suite 300 Dallas, TX 75238	The College Store 2135 SE Parkway Arlington, TX 76016	6/30/2017	1/19/2012	\$0.00

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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	Motie Enterprise, Inc. Abraham Motiee 5770 Gladys Beaumont, TX 77706	Kampus Korner Bookstore 4655 Roife Christopher Beaumont, TX 77705-5511	11/30/2016	1/19/2012	\$0.00
Nebraska Book Company, Inc.	King's Grant Commons Retail Investors, LLC David P. Hill 3735-B Beam Road Charlotte, NC 28217	The College Store 8109 Fayetteville Rd, Suite 129 Fuquay-Varina, NC 27603	8/31/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	First Industrial, L.P. Attn: Executive Vice President-Operations 311 South Wacker Dr. Suite 4000 Chicago, IL 60606  With Notice To: Barack Ferrazzano Kirschbaum Periman & Nagelberg LLP Attn: Suzanne Bessett-Smith 333 West Wacker Drive Suite 2700 Chicago, IL 60606  With Notice To: First Industrial Realty Trust, Inc. Attn: Marketing/Leasing Director 2000 Town Center, Suite 2330 Southfield, MI 48075	WCCCD Bookstore Whse 28873 Highland Rd Romulus, MI 48174	6/30/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Pantimonium Partners, LLC Attn: General Counsel or Bankruptcy Division 3101 Bennigton Ct Baldwin, MD 21013-9563	Seahawk Book & Supply 16 University Landing, 415 S. College Rd. Wilmington, NC 28403	4/19/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	G & K Enterprises LLC Attn: General Counsel or Bankruptcy Division 1012 11th Street #1000 Modesto, CA 95354-0846	CP Textbooks 1214 Charlottetowne Ave Charlotte, NC 28204	3/31/2014	1/19/2012	\$0.00



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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	West Side Development Corporation Attn: General Counsel or Bankruptcy Division / Attn: General Counsel or Bankruptcy Division Mexican American Unity Council Building 2300 W. Commerce St., Ste 207 San Antonio, TX 78207	Indy's College Bookstore 601 W 11th  Indianapolis, IN 46202-3043	6/30/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Downer 3136, LLC Attn: General Counsel or Bankruptcy Division 1737 N Palmer St Milwaukee, WI 53212-3924	Panther Bookstore 3132 N Downer Ave Milwaukee, WI 53211-3103	4/30/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Lowell Thompson 3928 Tamarac Ct. Edmond, OK 73003-3058	Thompson's College Bkst 101 N. University Drive Edmond, OK 73034	3/31/2013	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Browzer's, LLP 668 State Street Madison, WI 53703	Underground Textbook Exchg 664 State Street Madison, WI 53703	4/30/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Mission Valley Shopping Center LLC d/b/a Mission Valley Shopping Center c/o York Properties 1900 Cameron Street Raleigh, NC 27605	Packbacker's Student Bookstore  2109 Avent Ferry Rd #100 Raleigh, NC 27606-2137	6/8/2017	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Campus Corner, Inc. W. Lee Waskom 311 Church Street Natchitoches, LA 71457	Campus Corner 912 University Parkway Natchitoches, LA 74157	6/30/2020	1/19/2012	\$0.00

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Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
Nebraska Book Company, Inc.	Hammons of Lincoln, LLC dba Embassy Suites Lincoln General Manager 1040 P Street Lincoln, NE 68508  With Notice To: John Q. Hammons Hotel Management, LLC General Counsel 300 John Q. Hammons Parkway Suite 900 Springfield, MO 65806	Embassy Suites Gift Shop 1040 P Street Lincoln, NE 68508	2/29/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Midway LBJ Partners, Ltd. 5001 Spring Valley Rd. #1100W Dallas, TX 75244	Neebo Lease 4051 LBJ Freeway, Ste 190 Farmer's Branch, TX 75244-5710	9/30/2015	1/19/2012	\$0.00
Nebraska Book Company, Inc.	BPM Properties, L.L.C. 10952 Holland Glenwood Rd Holland, NY 14080-9616	Jayhawk Bookstore 1420 Crescent Rd Lawrence, KS 66044-3116	6/30/2020	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Campus Station, LLC Attn: General Counsel or Bankruptcy Division 9510 University City Blvd Charlotte, NC 28213	Miner Books 9510 University City Blvd, Ste 102-103 Charlotte, NC 28213	9/30/2012	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Aberfeidy Limited Partnership 8251 Bedford Euleess Road N Richland Hills, TX 76180-7200	Neebo Bookstore 445 E. Walnut St, #101 Richardson, TX 75081	6/30/2016	1/19/2012	\$0.00
College Bookstores of America, Inc.	Dekalb Bookstore, Inc. 2525 North Seventh Street PO Box 5967 Harrisburg, PA 17110-0967	Book Depot 492 South Pleasantburg Drive Greenville, SC 29607	8/31/13	1/19/2012	\$0.00
College Bookstores of America, Inc.	Stephen A. & Sharon P. Wilson 130 Jervey Road Greenville, SC 29609	Clemson/Student Book Store 101 Sloan Street Clemson, SC 29631	6/30/12	1/19/2012	\$0.00

## Lease Assumption Schedule

Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Proposed Date of Assumption	Cure Amount
College Bookstores of America, Inc.	Mr. Bobby Greenwood PO Box 674 Cookeville, TN 38503	TN - Student Book & Supply 644 North Walnut Cookeville, TN 38501	11/30/12	1/19/2012	\$0.00
Nebraska Book Company, Inc.	Blue Ash Holdings LLC and Blue Ash II, LLC c/o Neyer Management 7300 Turfway Road Florence, KY 41042	Connect2One Office Lease 4340-4350 Glendale-Milford Road Suite #240 Blue Ash, OH 45242	5/31/2012	1/19/2012	\$0.00
College Bookstores of America, Inc.	Matthews Book Company Attn: Linda Nash, President 11559 Rock Island Court Maryland Heights, MO 63043	Shared Office Space 11559 Rock Island Court Maryland Heights, MO 63043	Month-to-Month	1/19/2012	\$0.00

**ATTACHMENT 2**

**Rejected Leases and Ancillary Contracts**

## Lease Rejection Schedule

Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Date of Vacation and Effective Rejection
Nebraska Book Company, Inc.	University of Pittsburgh - Department of Property Management Attn: Leased Property Manager 127 N. Bellefield Ave Pittsburgh, PA 15260  With Notice To: Oxford Development Company - Agent for University of Pittsburgh Jeffrey Bodnar, RPA - Sr. Asset Manager One Oxford Centre Suite 4500 Pittsburgh, PA 15219  With Notice To: University of Pittsburgh Deborah Bon Pozycki, Director 127 N. Bellefield Avenue Pittsburgh, PA 15213	GotUsed Bookstore 3601 Forbes Ave. Pittsburgh, PA 15213	4/30/2013	2/29/2012
Nebraska Book Company, Inc.	Lorenzo's Rubber City Property Attn: Jeff Lorenzo 442 East Exchange Street 2nd Floor Akron, OH 44304	The College Store 282 East Exchange Street Akron, OH 44304	12/31/2016	2/29/2012
Nebraska Book Company, Inc.	Lubbock Commercial Buildings, Inc. Don or Ted Rushing 2737 82nd Street Lubbock, TX 79423	Sprint Shop 2424 Broadway Lubbock, TX 79401	10/31/2009	2/29/2012
Nebraska Book Company, Inc.	Martell Interest Clark & Wyndham 3608 East 29th, Ste 100 Bryan, TX 77802	Traditions Bkst-Woodstone 907C Harvey Road College Station, TX 77840	12/31/2012	2/29/2012
Nebraska Book Company, Inc.	Akram Musa 422 Vine Street Chattanooga, TN 37403	Chattanooga Books 422 Vine Street Chattanooga, TN 37403	5/31/2013	2/29/2012

## Lease Rejection Schedule

Debtor Party	Lease Counterparty	Real Property Address	Lease Expiration Date	Date of Vacation and Effective Rejection
Nebraska Book Company, Inc.	McAllen Properties, LLC Attn: General Counsel or Bankruptcy Division 3325 Agriculture Drive Madison, WI 53716	Madison Textbooks 1806 Wright St Madison, WI 53704	11/30/2013	2/29/2012
Nebraska Book Company, Inc.	James & Terry Barnes 12123 Kanis Rd. Little Rock, AR 72211	Florida Book Store Volume III 1227 W University Ave Gainesville, FL 32601	3/31/2013	2/29/2012

## Ancillary Contracts Schedule

Debtor Party	Ancillary Contract Counterpart	Debtor's Location	Nature of Contract	Date of Rejection
Nebraska Book Company, Inc.	ADT Security Services, Inc. 5400 Mitchelldale Houston, TX 77092	Traditions Bkct-Woodstone 907C Harvey Road College Station, TX 77840	Commercial Sales Proposal/Agreement	2/29/2012
Nebraska Book Company, Inc.	Main Street Warehouse 201 W. Main Street Chattanooga, TN 37408	Chattanooga Books 422 Vine Street Chattanooga, TN 37403	Rental Agreement Contract	2/29/2012
Nebraska Book Company, Inc.	McCrimon's Office Systems Attn: General Counsel/Bankruptcy Division 9993 100th Place Live Oak, FL 32060	Florida Book Store Volume III 1227 W University Ave Gainesville, FL 32601	Machine Maintenance Agreement	2/29/2012
Nebraska Book Company, Inc.	Waste Management Attn: General Counsel/Bankruptcy Division 1001 Fannin Suite 4000 Houston, TX 77002	Florida Book Store Volume III 1227 W University Ave Gainesville, FL 32601	Service Agreement	2/29/2012

**ATTACHMENT 3**

**Notice of Vacation**



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
NEBRASKA BOOK COMPANY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 11-12005 (PJW)
Debtors.	)	Jointly Administered
	)	

**NOTICE OF VACATION OF PREMISES AND  
EFFECTIVE DATE OF REJECTION OF LEASE**

PLEASE TAKE NOTICE that, on January 5, 2012, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of an Order Authorizing the Debtors to (a) Assume Certain Unexpired Leases, (b) Set Cure Amounts With Respect Thereto, (c) Reject Certain Unexpired Leases and Ancillary Contracts Effective as of February 29, 2012, and (d) Set the Bar Dates for Filing Proofs of Claim Related Thereto* [Docket No. [\_\_\_]] (the “Motion”)² in the United States Bankruptcy Court for the District of Delaware (the “Court”), seeking entry of an order authorizing and approving, among other things, the Debtors’ assumption and rejection of certain unexpired leases pursuant to section 365(a) of the United States Bankruptcy Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that, on [\_\_\_\_], 2012, the Court entered an Order [Docket No. [\_\_\_]] (the “Order”) granting the Motion and authorizing, among other things, the Debtors’ rejection of the Rejected Leases, effective as of February 29, 2012. Pursuant to the

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number include: Nebraska Book Company, Inc. (9819); Campus Authentic LLC (9156); College Bookstores of America, Inc. (9518); NBC Acquisition Corp. (3347); NBC Holdings Corp. (7477); NBC Textbooks LLC (1425); Net Textstore LLC (6469); and Specialty Books, Inc. (4807). The location of the debtors’ service address is: 4700 South 19th Street, Lincoln, Nebraska 68512.

<sup>2</sup> All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

Order, the Debtors shall file on the docket a notice of such vacation (this "Notice of Vacation") and serve such Notice of Vacation on the applicable Rejected Lease counterparty upon their vacation of the applicable premises.

**PLEASE TAKE FURTHER NOTICE** that, on the dates set forth below, the Debtors vacated the premises covered by the Rejected Leases set forth below; pursuant to the Order, the Debtors' rejection of each such Rejected Lease is effective as of the corresponding date set forth below.

Counterparty	Description of Lease	Date of Vacation or Effective Date of Rejection
[ ]	[ ]	[ ], 2012

Wilmington, Delaware  
Dated: \_\_\_\_\_, 2012

**PACHULSKI STANG ZIEHL & JONES LLP**

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And

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Debtors in Possession