

**ORIGINAL**

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

In re:

SCHOOL SPECIALTY, INC. *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11

Case No. 13-10125 (KJC)

Joint Administration Requested

Re: Docket No. 18, 19

**ORDER SHORTENING THE TIME FOR NOTICE OF THE DEBTORS' MOTION FOR ENTRY OF (A) AN ORDER UNDER 11 U.S.C. §§ 105(a), 363 AND 365, AND FED. R. BANKR. P. 2002, 6004, 6006 AND 9014: (I) SCHEDULING HEARING ON APPROVAL OF ASSET SALE, ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS TO BAYSIDE SCHOOL SPECIALTY, LLC (OR ITS ASSIGNEE) AND ASSUMPTION OF CERTAIN LIABILITIES, AND (II) APPROVING BIDDING PROCEDURES, BREAKUP FEE AND EXPENSE REIMBURSEMENT, AND FORM AND MANNER OF NOTICE THEREOF; AND (B) AN ORDER (I) APPROVING THE ASSET PURCHASE AGREEMENT; (II) AUTHORIZING THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS OR ENCUMBRANCES; (III) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (IV) GRANTING RELATED RELIEF**

Upon the motion (the "Motion to Shorten")<sup>2</sup> of School Specialty, Inc. ("School Specialty") and its affiliated debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") for entry of an order shortening notice pursuant to Rules 2002 and 9006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 2002-1(b) and 9006-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number and state of incorporation, are: School Specialty, Inc. (Wisc.; 1239), Bird-In-Hand Woodworks, Inc. (N.J.; 8811), Califone International, Inc. (Del.; 3578), Childcraft Education Corp. (N.Y.; 9818), ClassroomDirect.com, LLC (Del.; 2425), Delta Education, LLC (Del.; 8764), Frey Scientific, Inc. (Del.; 3771), Premier Agendas, Inc. (Wash.; 1380), Sax Arts & Crafts, Inc. (Del.; 6436), and Sportime, LLC (Del.; 6939). The address of the Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.

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



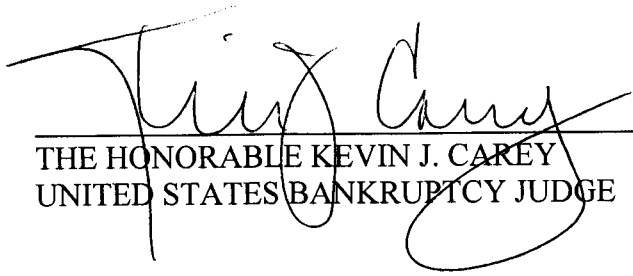
Bankruptcy Court for the District of Delaware (the "Local Rules"), with respect to a hearing on the Debtors' Motion for Entry of (A) an Order Under 11 U.S.C. §§ 105(a), 363 and 365, and Fed. R. Bankr. P. 2002, 6004, 6006 and 9014: (I) Scheduling Hearing on Approval of Asset Sale, Assumption and Assignment of Executory Contracts to Bayside School Specialty, LLC (or its Assignee) and Assumption of Certain Liabilities, and (II) Approving Bidding Procedures, Breakup Fee and Expense Reimbursement, and Form and Manner of Notice Thereof; and (B) an Order (I) Approving the Asset Purchase Agreement; (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests or Encumbrances; (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief (the "Bidding Procedures Motion"); and it appearing that the relief requested in the Motion to Shorten is in the best interests of the Debtors' estates, creditors and other parties in interest; and notice of the Motion to Shorten being appropriate under the particular circumstances and no other or further notice need be given; and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED that:

1. The Motion to Shorten is granted as set forth herein.  
*/ other than any official Committee of unsecured creditors (the "Committee")*
2. Parties shall file and serve objections to the Bidding Procedures Motion only with respect to the Bidding Procedures, if any, on or before Feb. 7, 2013 at 12:00 p.m. (prevailing Eastern Time). *The Committee shall file and serve objections prior to the hearing.*
3. A hearing with respect to the Bidding Procedures Motion and any objections thereto shall be held on February 11, 2013 at 11:00 a.m. (prevailing Eastern Time).

4. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: January 30, 2013  
Wilmington, Delaware



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THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE