

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

|                                        |   |                                                      |
|----------------------------------------|---|------------------------------------------------------|
|                                        | ) | <b>Chapter 11</b>                                    |
| <b>In re:</b>                          | ) |                                                      |
|                                        | ) | <b>Case No. 13-10125 (KJC)</b>                       |
| <b>SCHOOL SPECIALTY, INC., et al.,</b> | ) |                                                      |
|                                        | ) | <b>Jointly Administered</b>                          |
| <b>Debtors.</b>                        | ) |                                                      |
|                                        | ) | <b>Re: Docket No. 1044</b>                           |
|                                        | ) |                                                      |
|                                        | ) | <b>Objection Deadline: May 16, 2013 at 4:00 p.m.</b> |
|                                        | ) | <b>Hearing Date: May 20, 2013 at 1:30 p.m.</b>       |

**RESPONSE AND LIMITED OBJECTION  
OF UPS-SUPPLY CHAIN SOLUTIONS, INC.  
TO POTENTIAL ASSUMPTION AND ASSIGNMENT  
OF EXECUTORY CONTRACTS**

UPS-Supply Chain Solutions, Inc. ("UPS"), by and through its undersigned counsel, hereby objects to the *Plan Supplement, Exhibit B* (Docket No. 1044) (the "Cure Notice") of debtor School Specialty, Inc. and its debtor affiliates (collectively, "Debtors"), and respectfully states as follows:

1. In the Cure Notice, the Debtors indicate their intent to assume and assign certain logistics contracts with UPS (the "SCS Contract"). The Debtors list the cure cost for the SCS Contract as zero dollars, an amount UPS disputes.

2. The Debtors are currently in default under the SCS Contract in the amount of \$137,186.99, for past-due post-petition charges. A spreadsheet identifying outstanding charges due under the SCS Contract is attached as Exhibit A. Supporting invoices and other documentation are voluminous and will be provided upon request to counsel for UPS.

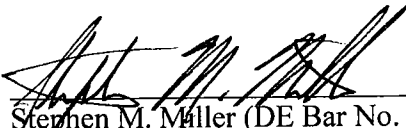
3. UPS objects to the Debtors' proposed cure cost on the grounds that the SCS Contract cannot be assumed without concurrent cure of all past-due arrearages. 11 U.S.C. § 365(b).

4. UPS and the Debtors will attempt to resolve the dispute over the appropriate cure cost without judicial intervention. However, due to time constraints, UPS files this objection as a protective measure to insure its rights are protected.

5. UPS reserves its rights (a) to amend, supplement, or otherwise modify this objection as necessary or appropriate; and (b) to raise such other and further objections to any proposed assumption and assignment, and/or the cure cost for the proposed assumption and assignment, of the SCS Contract.

Dated: May 16, 2013

**MORRIS JAMES LLP**



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## EXHIBIT A

| ITEM_PKEY | CUST_ID   | INVOICE    | SHIP_NO    | STMT_NO    | ORG | DEST | FOP    | SHIP_DATE | INV_DATE  | DUE_DATE  | Past Due | OPEN_AMT  | CURR | REV | BDB | CUST_REFERENCE | MASTER_REF_NBR   | ASSEMBLY_REF                   |
|-----------|-----------|------------|------------|------------|-----|------|--------|-----------|-----------|-----------|----------|-----------|------|-----|-----|----------------|------------------|--------------------------------|
| 58539486  | 543573646 | 2655112214 | 7781193519 | 2156888634 | SEL | LAX  | COL    | 2/27/2013 | 3/21/2013 | 3/31/2013 | 46       | 132.86    | USD  | N   | N   |                |                  | 7781193519                     |
| 58539487  | 543573646 | 2655114561 | 7781193519 | 2157880262 | SEL | LAX  | COL    | 2/27/2013 | 3/21/2013 | 3/31/2013 | 46       | 1,671.92  | USD  | N   | N   |                |                  | 7781193519                     |
| 57779246  | 706699675 | 2656115213 | 7780874530 | M157889068 | SZX | ORD  | OTHCON | 1/28/2013 | 3/22/2013 | 4/1/2013  | 45       | 176.40    | USD  | N   | N   | 2497048        |                  | 7780874530                     |
| 57798375  | 702480690 | 2656117545 | 6911368761 | M158880801 | PDX | PDX  | OTHCON | 3/4/2013  | 3/24/2013 | 4/3/2013  | 43       | 874.05    | USD  | N   | N   | 2495437        |                  | CHNJNGBCHI015759, CHNJNGBCHI01 |
| 58539485  | 543573646 | 2660117825 | 7781157395 | 2161881493 | NGB | LAX  | COL    | 2/26/2013 | 3/29/2013 | 4/8/2013  | 38       | 3,718.97  | USD  | N   | N   |                |                  | 7781157395                     |
| 58539484  | 543573646 | 2665117228 | 778127294T | 2164888281 | HKG | LAX  | COL    | 3/13/2013 | 4/7/2013  | 4/17/2013 | 29       | 16,208.28 | USD  | N   | N   |                |                  | 778127294T                     |
| 58184905  | 702480690 | 4176117003 | 0000000000 | 4056880645 | 22A | 22A  | COL    | 4/13/2013 | 4/12/2013 | 4/27/2013 | 19       | 61.20     | USD  | N   | N   |                | SST-3579         |                                |
| 58311173  | 706699675 | 2673114487 | 7144405081 | M170888026 | SKT | ORD  | OTHCON | 2/28/2013 | 4/19/2013 | 4/29/2013 | 17       | 65.00     | USD  | N   | N   | 2509701        |                  | 7144405081                     |
| 58427059  | 702480690 | 2676113836 | 6912075401 | M173880137 | PDX | PDX  | OTHCON | 4/12/2013 | 4/25/2013 | 5/5/2013  | 11       | 121.25    | USD  | N   | N   | 2500529        |                  | HJSCSHSM3M846501               |
| 58460461  | 702480690 | 2677112563 | 6912301231 | M173887457 | PDX | PDX  | OTHCON | 4/25/2013 | 4/26/2013 | 5/6/2013  | 10       | 740.35    | USD  | N   | N   |                |                  | EGLV102300010284, EGLV10230001 |
| 58475253  | 702480690 | 4179114673 | 0000000000 | 4056887681 | 22A | 22A  | COL    | 4/27/2013 | 4/26/2013 | 5/11/2013 | 5        | 81.60     | USD  | N   | N   |                | SST-3579         |                                |
| 58459923  | 706699675 | 2678110855 | 7781297546 | M174883793 | TPE | ORD  | OTHCON | 3/13/2013 | 4/26/2013 | 5/6/2013  | 10       | 993.00    | USD  | N   | N   | 2506386        |                  | 7781297546                     |
| 58458953  | 706699675 | 2678110854 | 7781297535 | M174883793 | TPE | ORD  | OTHCON | 3/13/2013 | 4/26/2013 | 5/6/2013  | 10       | 399.75    | USD  | N   | N   | 2506384        |                  | 7781297535                     |
| 58462446  | 706699675 | 2678110856 | 6912023910 | M174883793 | PDX | PDX  | OTHCON | 4/9/2013  | 4/26/2013 | 5/6/2013  | 10       | 637.08    | USD  | N   | N   |                |                  | EGLV003300588768, EGLV00330058 |
| 58457008  | 706699675 | 2678110853 | 7781285127 | M174883793 | TPE | ORD  | OTHCON | 3/13/2013 | 4/26/2013 | 5/6/2013  | 10       | 464.50    | USD  | N   | N   | 2506380        |                  | 7781285127                     |
| 58456356  | 706699675 | 2678110852 | 7781244757 | M174883792 | DEL | ORD  | OTHCON | 3/5/2013  | 4/26/2013 | 5/6/2013  | 10       | 452.00    | USD  | N   | N   | 2564442        | EGLV102300010284 | 7781244757                     |
| 58486182  | 702480690 | 2678112498 | 7781283796 | M174885041 | TPE | CMH  | OTHCON | 3/13/2013 | 4/28/2013 | 5/8/2013  | 8        | 1,181.11  | USD  | N   | N   |                |                  | 7781283796                     |
| 58484873  | 702480690 | 2678112495 | 7781369409 | M174885040 | NGB | ICT  | OTHCON | 3/20/2013 | 4/28/2013 | 5/8/2013  | 8        | 2,421.20  | USD  | N   | N   |                |                  | 7781369409                     |
| 58484175  | 702480690 | 2678112496 | 7781369475 | M174885040 | NGB | CMH  | OTHCON | 3/21/2013 | 4/28/2013 | 5/8/2013  | 8        | 2,223.54  | USD  | N   | N   |                |                  | 7781369475                     |
| 58483033  | 702480690 | 2678112497 | 6912194223 | M174885041 | PDX | PDX  | OTHCON | 4/19/2013 | 4/28/2013 | 5/8/2013  | 8        | 289.81    | USD  | N   | N   | 2506382        |                  | HDMUKEWB0236523                |
| 58483322  | 702480690 | 2678112493 | 7781331261 | M174885039 | BKK | CMH  | OTHCON | 3/22/2013 | 4/28/2013 | 5/8/2013  | 8        | 5,971.91  | USD  | N   | N   |                |                  | 7781331261                     |
| 58482747  | 702480690 | 2678112491 | 7780869712 | M174885038 | SZX | ICT  | OTHCON | 1/18/2013 | 4/28/2013 | 5/8/2013  | 8        | 570.00    | USD  | N   | N   |                |                  | 7780869712                     |
| 58480643  | 702480690 | 2678112494 | 6912096884 | M174885040 | PDX | PDX  | OTHCON | 4/13/2013 | 4/28/2013 | 5/8/2013  | 8        | 459.31    | USD  | N   | N   | 2494477        |                  | MSCUI9514911, MSCUI9514911     |
| 58483802  | 702480690 | 2678112492 | 6912194300 | M174885039 | PDX | PDX  | OTHCON | 4/19/2013 | 4/28/2013 | 5/8/2013  | 8        | 488.29    | USD  | N   | N   |                |                  | KKLUTH0535839                  |
| 58537762  | 543573646 | 2680116139 | 7781435134 | 2176882344 | HKG | LAX  | COL    | 4/3/2013  | 5/1/2013  | 5/11/2013 | 5        | 29,376.65 | USD  | N   | N   |                |                  | 7781435134                     |
| 58531392  | 702480690 | 2680111665 | 7781301473 | M175889407 | SZX | OMA  | OTHCON | 3/28/2013 | 5/1/2013  | 5/11/2013 | 5        | 4,193.00  | USD  | N   | N   | 2494331        |                  | 7781301473                     |
| 58532452  | 702480690 | 2680111666 | 6912308755 | M175889408 | PDX | PDX  | OTHCON | 4/25/2013 | 5/1/2013  | 5/11/2013 | 5        | 1,315.65  | USD  | N   | N   |                |                  | EGLV140300233618               |
| 58536056  | 702480690 | 2680111663 | 7781349389 | M175889406 | NGB | GRB  | COL    | 3/21/2013 | 5/1/2013  | 5/11/2013 | 5        | 11,377.00 | USD  | N   | N   | 2494464        |                  | 7781349389                     |
| 58537107  | 702480690 | 2680111664 | 6912254217 | M175889407 | PDX | PDX  | OTHCON | 4/23/2013 | 5/1/2013  | 5/11/2013 | 5        | 4,662.02  | USD  | N   | N   |                |                  | KKLUHB13179300                 |
| 58533811  | 702480690 | 2680111662 | 6912187414 | M175889406 | PDX | PDX  | OTHCON | 4/18/2013 | 5/1/2013  | 5/11/2013 | 5        | 795.36    | USD  | N   | N   | 2494464        |                  | CHNJNGBCHI016867               |
| 58536973  | 702480690 | 2680111667 | 778136941T | M175889408 | TAO | CMH  | OTHCON | 3/19/2013 | 5/1/2013  | 5/11/2013 | 5        | 6,469.00  | USD  | N   | N   |                |                  | 778136941T                     |
| 58550557  | 702480690 | 2680119189 | 6912220876 | M176885173 | PDX | PDX  | OTHCON | 4/22/2013 | 5/2/2013  | 5/12/2013 | 4        | 1,269.90  | USD  | N   | N   |                |                  | CMDUQDGA064574                 |
| 58553464  | 702480690 | 2680119190 | 7781409768 | M176885173 | TAO | CMH  | OTHCON | 3/25/2013 | 5/2/2013  | 5/12/2013 | 4        | 6,187.00  | USD  | N   | N   |                |                  | 7781409768                     |
| 58583820  | 702480690 | 2681117359 | 6912385447 | M177882105 | PDX | PDX  | OTHCON | 4/30/2013 | 5/3/2013  | 5/13/2013 | 3        | 251.90    | USD  | N   | N   |                |                  | 01639591646                    |
| 58582386  | 702480690 | 2681117351 | 6912308337 | M177882101 | PDX | PDX  | OTHCON | 4/25/2013 | 5/3/2013  | 5/13/2013 | 3        | 478.88    | USD  | N   | N   | 2433545        |                  | CMDUXMPC325499                 |
| 58580672  | 702480690 | 2681117350 | 6912425157 | M177882100 | PDX | PDX  | OTHCON | 5/2/2013  | 5/3/2013  | 5/13/2013 | 3        | 132.00    | USD  | N   | N   | 2493711        |                  | YMLUW300484536                 |
| 58584852  | 702480690 | 2681117352 | 7781415906 | M177882101 | XMN | CMH  | OTHCON | 3/26/2013 | 5/3/2013  | 5/13/2013 | 3        | 1,068.00  | USD  | N   | N   |                |                  | 7781415906                     |
| 58585840  | 702480690 | 2681117356 | 7781453152 | M177882103 | XMN | OMA  | OTHCON | 3/29/2013 | 5/3/2013  | 5/13/2013 | 3        | 4,330.00  | USD  | N   | N   |                |                  | 7781453152                     |
| 58582177  | 702480690 | 2681117353 | 6912220865 | M177882102 | PDX | PDX  | OTHCON | 4/22/2013 | 5/3/2013  | 5/13/2013 | 3        | 92.00     | USD  | N   | N   | 2500348        |                  | NYKS2004166040                 |
| 58580213  | 702480690 | 2681117355 | 6912308700 | M177882103 | PDX | PDX  | OTHCON | 4/25/2013 | 5/3/2013  | 5/13/2013 | 3        | 9,480.89  | USD  | N   | N   | 2494319        |                  | KKLUXM03022300                 |

|          |           |            |            |            |     |     |        |           |          |           |   |            |     |   |   |          |  |                                |
|----------|-----------|------------|------------|------------|-----|-----|--------|-----------|----------|-----------|---|------------|-----|---|---|----------|--|--------------------------------|
| 58585238 | 702480690 | 2681117358 | 5004400291 | M177882105 | TPE | CMH | OTHCON | 4/26/2013 | 5/3/2013 | 5/13/2013 | 3 | 1,180.97   | USD | N | N |          |  |                                |
| 58578934 | 702480690 | 2681117354 | 7781410483 | M177882102 | HKG | FAT | OTHCON | 3/28/2013 | 5/3/2013 | 5/13/2013 | 3 | 663.11     | USD | N | N |          |  | 7781410483                     |
| 58578719 | 702480690 | 2681117357 | 778136941T | M177882104 | TAO | CMH | OTHCON | 3/19/2013 | 5/3/2013 | 5/13/2013 | 3 | 162.50     | USD | N | N |          |  | 778136941T                     |
| 58610940 | 543573646 | 2683111841 | 6912447212 | 2178882242 | PDX | LAX | COL    | 5/3/2013  | 5/5/2013 | 5/15/2013 | 1 | 421.42     | USD | N | N | 109316-B |  | UPGF150631725                  |
| 58612765 | 543573646 | 2683111842 | 7781501827 | 2178882243 | HKG | LAX | COL    | 4/12/2013 | 5/5/2013 | 5/15/2013 | 1 | 4,477.23   | USD | N | N |          |  | 7781501827                     |
| 58608117 | 702480690 | 2682116777 | 7144405147 | M177888697 | SKT | CMH | OTHCON | 3/26/2013 | 5/5/2013 | 5/15/2013 | 1 | 1,181.30   | USD | N | N |          |  | 7144405147                     |
| 58608526 | 702480690 | 2682116775 | 7781469916 | M177888696 | NGB | ICT | OTHCON | 4/3/2013  | 5/5/2013 | 5/15/2013 | 1 | 814.95     | USD | N | N |          |  | 7781469916                     |
| 58609995 | 702480690 | 2682116770 | 7781409768 | M177888695 | TAO | CMH | OTHCON | 3/25/2013 | 5/5/2013 | 5/15/2013 | 1 | 50.00      | USD | N | N |          |  | 7781409768                     |
| 58611723 | 702480690 | 2682116773 | 7781469894 | M177888696 | NGB | ICT | OTHCON | 4/3/2013  | 5/5/2013 | 5/15/2013 | 1 | 615.37     | USD | N | N |          |  | 7781469894                     |
| 58611013 | 702480690 | 2682116776 | 6912344736 | M177888697 | PDX | PDX | OTHCON | 4/27/2013 | 5/5/2013 | 5/15/2013 | 1 | 92.00      | USD | N | N | 2542195  |  | SAFM753235878                  |
| 58611775 | 702480690 | 2682116771 | 6912253920 | M177888696 | PDX | PDX | OTHCON | 4/23/2013 | 5/5/2013 | 5/15/2013 | 1 | 865.68     | USD | N | N |          |  | CHNJNGBKCK002241, CHNJNGBKCK00 |
| 58611082 | 702480690 | 2682116772 | 7781469872 | M177888696 | NGB | ICT | OTHCON | 4/3/2013  | 5/5/2013 | 5/15/2013 | 1 | 265.14     | USD | N | N |          |  | 7781469872                     |
| 58612361 | 702480690 | 2682116774 | 7781469905 | M177888696 | NGB | ICT | OTHCON | 4/3/2013  | 5/5/2013 | 5/15/2013 | 1 | 4,514.69   | USD | N | N |          |  | 7781469905                     |
|          |           |            |            |            |     |     |        |           |          |           |   | 137,186.99 |     |   |   |          |  |                                |

| DOSSIER_N<br>UMBER | UPS_TRACKING_NBR    | CMKT | MKT | XT | LOC_ID    | ADO    | LONG_NAME                  | AR_LOC | ACCT_CNTL_NBR   | EB_IND | SCS_CUST_ID | GI_VER_<br>CD | SCS_BRIDGE_IN<br>D | SCS_FILE_NBR | SERVICE_CD |
|--------------------|---------------------|------|-----|----|-----------|--------|----------------------------|--------|-----------------|--------|-------------|---------------|--------------------|--------------|------------|
|                    |                     | USI  | USI | 0  | 543573646 | 702503 | CALIFONE INTERNATIONAL INC | 1US    | 961099930808965 | Y      | 183206      | ORIG          | N                  |              | OF20       |
|                    |                     | USI  | USI | 0  | 543573646 | 702503 | CALIFONE INTERNATIONAL INC | 1US    | 961099930807965 | Y      | 183206      | ORIG          | Y                  | BRNA1073733  | OF20       |
|                    | SE000050            | USI  | USI | 0  | 706699675 | 702503 | SCHOOL SPECIALTY INC       | 1US    | 961099930819928 | Y      |             | ORIG          | N                  | 130614387    | OF20       |
| 130614534          | OE0002-13           | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099930835492 | Y      | 7740305     | ORIG          | Y                  | 130614534    | OFCB       |
|                    | 1ZE70F216856893086  | USI  | USI | 0  | 543573646 | 702503 | CALIFONE INTERNATIONAL INC | 1US    | 961099930886436 | Y      | 183206      | ORIG          | Y                  | BRNA1082834  | OF20       |
|                    | B951016032          | USI  | USI | 0  | 543573646 | 702503 | CALIFONE INTERNATIONAL INC | 1US    | 961099930978165 | Y      | 183206      | ORIG          | Y                  | BRNA1102294  | OF22       |
|                    |                     | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | U17    | 500000002019766 | Y      |             | ORIG          | N                  |              | MI6        |
|                    | SE000050            | USI  | USI | 0  | 706699675 | 702503 | SCHOOL SPECIALTY INC       | 1US    | 961099931099667 | Y      |             | ORIG          | N                  | 130615079    | OF22       |
| 135520158          | 001-26062945        | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931155014 | Y      | 7740305     | ORIG          | Y                  | 135520158    | OFCB       |
| 130615220          | IMPORT# 52008213672 | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931165926 | Y      | 7740305     | ORIG          | Y                  | 130615220    | OFCB       |
|                    |                     | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | U17    | 500000002087889 | Y      |             | ORIG          | N                  |              | MI6        |
|                    | SE000050            | USI  | USI | 0  | 706699675 | 702503 | SCHOOL SPECIALTY INC       | 1US    | 961099931165369 | Y      |             | ORIG          | N                  | 135520272    | OF20       |
|                    | SE000050            | USI  | USI | 0  | 706699675 | 702503 | SCHOOL SPECIALTY INC       | 1US    | 961099931164369 | Y      |             | ORIG          | N                  | 135520272    | OF20       |
| 135520272          | SE000050            | US   | US  | 0  | 706699675 | 702503 | SCHOOL SPECIALTY INC       | 1US    | 961099931167974 | Y      |             | ORIG          | Y                  | 135520272    | OFCB       |
|                    | SE000050            | USI  | USI | 0  | 706699675 | 702503 | SCHOOL SPECIALTY INC       | 1US    | 961099931162369 | Y      |             | ORIG          | N                  | 135520272    | OF20       |
|                    | SE000050            | USI  | USI | 0  | 706699675 | 702503 | SCHOOL SPECIALTY INC       | 1US    | 961099931161699 | Y      |             | ORIG          | N                  | 130615220    | OF22       |
|                    | OE0021/13           | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931188906 | Y      | 7740305     | ORIG          | N                  | 135520321    | OF20       |
|                    | OE0021/13           | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931187035 | Y      | 7740305     | ORIG          | N                  | 135520206    | OF20       |
|                    | OE0021/13           | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931186035 | Y      | 7740305     | ORIG          | N                  | 135520206    | OF20       |
| 135520321          | OE0021/13           | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931184403 | Y      | 7740305     | ORIG          | Y                  | 135520321    | OFCB       |
|                    | OE0021/13           | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931184816 | Y      | 7740305     | ORIG          | N                  | 135520154    | OF22       |
|                    | OE0021/13           | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931183995 | Y      | 7740305     | ORIG          | N                  | 130613864    | OF22       |
| 135520206          | OE0021/13           | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931180992 | Y      | 7740305     | ORIG          | Y                  | 135520206    | OFCB       |
| 135520154          | OE0021/13           | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931185503 | Y      | 7740305     | ORIG          | Y                  | 135520154    | OFCB       |
|                    |                     | USI  | USI | 0  | 543573646 | 702503 | CALIFONE INTERNATIONAL INC | 1US    | 961099931219885 | Y      | 183206      | ORIG          | Y                  | BRNA1149923  | OF22       |
|                    |                     | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931211546 | Y      | 7740305     | ORIG          | N                  | 135520191    | OF22       |
| 135520379          |                     | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931212933 | Y      | 7740305     | ORIG          | Y                  | 135520379    | OFCB       |
|                    |                     | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931217655 | Y      | 7740305     | ORIG          | N                  | 135520155    | OF22       |
| 135520191          |                     | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931219033 | Y      | 7740305     | ORIG          | Y                  | 135520191    | OFCB       |
| 135520155          |                     | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931214713 | Y      | 7740305     | ORIG          | Y                  | 135520155    | OFCB       |
|                    |                     | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931218856 | Y      | 7740305     | ORIG          | N                  | 135520379    | OF22       |
| 135520187          | 19527900            | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931224353 | Y      | 7740305     | ORIG          | Y                  | 135520187    | OFCB       |
|                    | 19527900            | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931228076 | Y      | 7740305     | ORIG          | N                  | 135520187    | OF22       |
| 135520401          | 1ZE70F216856420550  | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931237205 | Y      | 7740305     | ORIG          | Y                  | 135520401    | ECB        |
| 135520196          | 1ZE70F216856420550  | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931235754 | Y      | 7740305     | ORIG          | Y                  | 135520196    | OFCB       |
| 130613865          | 1ZE70F216856420550  | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931234016 | Y      | 7740305     | ORIG          | N                  | 130613865    | OFCB       |
|                    | 1ZE70F216856420550  | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931238248 | Y      | 7740305     | ORIG          | N                  | 135520196    | OF20       |
|                    | 1ZE70F216856420550  | USI  | USI | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931239248 | Y      | 7740305     | ORIG          | N                  | 135520375    | OF22       |
| 135520245          | 1ZE70F216856420550  | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931235544 | Y      | 7740305     | ORIG          | Y                  | 135520245    | OFCB       |
| 135520375          | 1ZE70F216856420550  | US   | US  | 0  | 702480690 | 702503 | SCHOOL SPECIALITY INC      | 1US    | 961099931233554 | Y      | 7740305     | ORIG          | Y                  | 135520375    | OFCB       |



| SERVICE_LEVEL | UPSSCS_ENTRY_NBR | BRANCH_S<br>TATION_NBR | NOTE                                                                                               | INSRT_BY | INSRT_DATE     | SUNDRY_NBR | SUNDRY_DATE | SOURCE_SYSTEM_ID | GL_INV_ID       | RFD_<br>IND | BIL_<br>CTR |
|---------------|------------------|------------------------|----------------------------------------------------------------------------------------------------|----------|----------------|------------|-------------|------------------|-----------------|-------------|-------------|
|               | UPS02101667      | 0012                   | Paid 4/19/13 - Check #233409                                                                       | FPRieto  | 5/8/2013 16:55 |            |             |                  | 310131030801188 | N           | N           |
| OF20          | UPS02101667      | 0012                   | Paid 4/19/13 - Check #233409                                                                       | FPRieto  | 5/8/2013 16:55 |            |             | BOSS             | 310131030800188 | N           | N           |
|               |                  | 0041                   | Requested Uupdate on status from Jewell Douglas<br>(MKE1DPJ) Director of Strategic Account 4-12-13 | FPRieto  | 4/16/2013 9:40 |            |             | GBS-CM           | 300300030810871 | N           | N           |
|               | UPS70750990      | 0041                   | Requested Uupdate on status from Jewell Douglas<br>(MKE1DPJ) Director of Strategic Account 4-12-13 | FPRieto  | 4/16/2013 9:40 |            |             | GBS-CM           | 310131030833892 | N           | N           |
| OF20          | UPS02800656      | 0012                   | Paid 4/19/13 - Check #233409                                                                       | FPRieto  | 5/8/2013 16:55 |            |             | BOSS             | 310131030884328 | N           | N           |
| OF22          | UPS04203818      | 0012                   | Paid 4/19/13 - Check #233409                                                                       | FPRieto  | 5/8/2013 16:55 |            |             | BOSS             | 310131030975007 | N           | N           |
|               |                  |                        |                                                                                                    |          |                | 463641     | 4/12/2013   | OSI              | 500000002019786 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 300300031098521 | N           | N           |
|               | UPS30732054      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031151686 | N           | N           |
|               | UPS70757581      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031167609 | N           | N           |
|               |                  |                        |                                                                                                    |          |                | 469250     | 4/26/2013   | OSI              | 500000002087909 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 300300031164413 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 300300031163413 | N           | N           |
|               | UPS30733185      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031162537 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 300300031160413 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 300300031161453 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031180176 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031185985 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031184985 | N           | N           |
|               | UPS30733672      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031188753 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031189976 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031183066 | N           | N           |
|               | UPS30732534      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031180253 | N           | N           |
|               | UPS30732013      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031189853 | N           | N           |
| OF22          | UPS07043245      | 0012                   |                                                                                                    |          |                |            |             | BOSS             | 310131031213466 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031218027 | N           | N           |
|               | UPS30734258      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031214114 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031212136 | N           | N           |
|               | UPS30732385      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031219204 | N           | N           |
|               | UPS30732021      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031218883 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031217437 | N           | N           |
|               | UPS30732344      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031226716 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031228869 | N           | N           |
|               | UPS30734472      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031239427 | N           | N           |
|               | UPS30732435      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031236576 | N           | N           |
|               | UPS70744340      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031236148 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 300300031230301 | N           | N           |
|               |                  | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 300300031231301 | N           | N           |
|               | UPS30732914      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031238266 | N           | N           |
|               | UPS30734217      | 0041                   |                                                                                                    |          |                |            |             | GBS-CM           | 310131031233376 | N           | N           |



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

In re: ) Chapter 11  
)  
SCHOOL SPECIALTY, INC., et al., ) Case No. 13-10125 (KJC)  
)  
) Jointly Administered  
) Debtors. )  
----- X

**AFFIDAVIT OF WILLIAM W. WELLER, PARALEGAL**

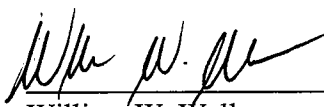
STATE OF DELAWARE :  
: SS:  
NEW CASTLE COUNTY :

I, William W. Weller, certify that I am, and at all times during the service, have been an employee of Morris James LLP, not less than 18 years of age and not a party to the matter concerning which service was made. I certify further that on May 16, 2013, I caused to be served:

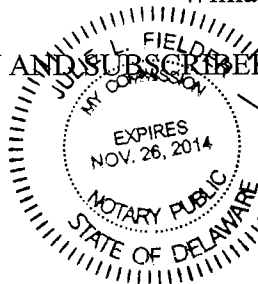
**RESPONSE AND LIMITED OBJECTION  
OF UPS-SUPPLY CHAIN SOLUTIONS, INC.  
TO POTENTIAL ASSUMPTION AND ASSIGNMENT  
OF EXECUTORY CONTRACTS**

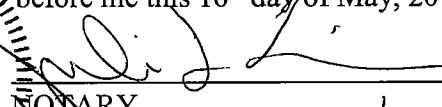
Service was completed upon parties on the attached list as indicated thereon.

Date: May 16, 2013

  
\_\_\_\_\_  
William W. Weller

SWORN AND SUBSCRIBED before me this 16<sup>th</sup> day of May, 2013.



  
\_\_\_\_\_  
NOTARY  
My commission expires: 11/26/14

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