

ORIGINAL

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

In re:

SCHOOL SPECIALTY, INC., *et al.*,¹
Debtors.

Chapter 11

Case No. 13-10125 (KJC)

Jointly Administered

Re: Docket No. 1084

**ORDER AUTHORIZING DEBTORS TO FILE UNDER SEAL CERTAIN DOCUMENTS
CONTAINED IN THE PLAN SUPPLEMENT**

Upon the motion (the “Motion to Seal”)² of School Specialty, Inc. and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), for entry of an order pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b) authorizing the Debtors to file, under seal, unredacted versions of the Exit Financing Letters and Annex C contained in the First and Second Amended Plan Supplement; and the Court having jurisdiction to consider the Motion to Seal and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012; and consideration of the Motion to Seal and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion to Seal having been provided under the circumstances; and the Court having reviewed the Motion to Seal and determined that the legal and factual bases set forth in the Motion to Seal establish just cause for

¹ 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.

² Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion to Seal.



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the relief granted herein; and it appearing that the relief requested in the Motion to Seal is in the best interests of the Debtors and their estates and creditors; and after due deliberation, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, and DECREED that:

1. The Motion to Seal is GRANTED, as set forth herein.
2. The Debtors are hereby authorized to file unredacted versions of the Exit Financing Letters and Annex C under seal pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b).
3. The unredacted versions of the Exit Financing Letters and Annex C are confidential and shall remain under seal, and shall not be made available to anyone, except that copies shall be provided to the U.S. Trustee, the advisors for the Creditors' Committee, counsel to the agent for the ABL DIP Facility, and counsel to the agent for the Ad Hoc DIP Facility, in each case, on a confidential and "professionals' eyes only" basis.
4. The U.S. Trustee, the advisors for the Creditors' Committee, counsel to the agent for the ABL DIP Facility, and counsel to the agent for the Ad Hoc DIP Facility are directed to maintain the strict confidentiality of the Exit Financing Letters, Annex C and the information contained therein.
5. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: Wilmington, Delaware
May 23, 2012



THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE