

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SCHOOL SPECIALTY, INC., *et al.*,¹

Reorganized Debtors.

Chapter 11

Case No. 13-10125 (KJC)

Jointly Administered

Re: Docket Nos. 902, 1044, 1061, 1158 & 1186

CERTIFICATION OF COUNSEL

The undersigned hereby certifies as follows:

1. On January 28, 2013 (the “Petition Date”), each of the above-captioned debtors (then the “Debtors,” and currently the “Reorganized Debtors”) filed voluntary petitions under chapter 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

2. On April 23, 2013, the Debtors filed the *Debtors’ Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 862] (the “Initial Plan”) and the *Disclosure Statement for the Debtors’ Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 864] (the “Disclosure Statement”). Conditional approval of the Disclosure Statement was granted by the Court on April 24, 2013 [Docket No. 902].

¹ The Reorganized Debtors in these cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number and state of incorporation, are: School Specialty, Inc. (Del.; 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 Reorganized Debtors’ corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.



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3. Following the filing of the Initial Plan, the Debtors continued extensive negotiations with various constituencies and filed the *Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 1158] (the "Plan").

4. The *First Amended Supplement to the Plan* [Docket No. 1044], filed on May 15, 2013, listed, among others, that certain license agreement (the "License Agreement") between Debtor School Specialty, Inc. ("SSI") and Education Development Center, Inc. ("EDC") as an executory contract to be assumed under the Plan.

5. On May 16, 2013, EDC filed the *Objection of Education Development Center, Inc. to Debtor's Proposed Assumption of License Agreement* [Docket No. 1061] (the "Objection").

6. On May 23, 2013, the Court entered an Order confirming the Plan and approving the Disclosure Statement on a final basis [Docket No. 1159]. A corrected order confirming the Plan was entered on June 3, 2013 [Docket No. 1186] (the "Confirmation Order"). The Plan became effective on June 11, 2013 [Docket No. 1258] (the "Effective Date").

7. Pursuant to paragraph 45(iv)(b) of the Confirmation Order, the Objection was adjourned to the hearing scheduled for June 17, 2013, or such later date as may be agreed to by the parties or ordered by the Court. By agreement of the Parties, the Objection was subsequently adjourned, ultimately to the hearing scheduled to take place on November 22, 2013.

8. Since the filing of the Objection, SSI and EDC have engaged in extensive negotiations with respect to the assumption of the License Agreement. On November 12, 2013, SSI and EDC entered into that certain *Amendment No. 1 to Publisher Agreement* (the

“Amendment”). EDC has agreed to the assumption of the License Agreement, as amended by the Amendment.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter the proposed order (the “Proposed Order”) attached hereto as Exhibit I approving the assumption of the License Agreement, as amended.

Dated: November 15, 2013
Wilmington, Delaware

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EXHIBIT I

Proposed Order

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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Re: Docket Nos. 902, 1044, 1061, 1158 & 1186

ORDER APPROVING ASSUMPTION OF LICENSE AGREEMENT
BETWEEN SCHOOL SPECIALTY, INC. AND EDUCATION
DEVELOPMENT CENTER, INC., AS AMENDED

Upon consideration of the *Objection of Education Development Center, Inc. to Debtor's Proposed Assumption of License Agreement* [Docket No. 1061] (the "Objection"), relating to that certain License Agreement² between Debtor School Specialty, Inc. ("SSI") and Education Development Center, Inc. ("EDC"); and SSI and EDC having engaged in extensive negotiations to resolve the Objection; and SSI and EDC having entered into the Amendment to the License Agreement in full resolution of the Objection; and it appearing that the Court has jurisdiction to consider this matter in accordance with 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 in accordance with Article XI of the Plan and paragraph KK of the Confirmation Order; and it appearing that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and upon consideration of the Amendment; and it

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Certification of Counsel.

appearing that the assumption of the License Agreement, as amended, is in the best interests of the Reorganized Debtors, their estates and creditors; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The assumption of the License Agreement, as amended, is hereby APPROVED.

2. All cure amounts due in connection with SSI's assumption of the Agreement have been paid in full.

3. The Objection is hereby deemed to have been withdrawn with prejudice.

4. Notwithstanding any provision of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure or the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, this Order shall be effective immediately upon entry.

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

Dated: _____, 2013
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE