

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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

Reorganized Debtor.

Chapter 11

Case No. 13-10125 (KJC)

Jointly Administered

Re: Docket No. 1956

**CERTIFICATION OF COUNSEL**

The undersigned counsel hereby certifies that:

1. On August 17, 2015, the above-captioned reorganized debtor (the “Reorganized Debtor”) filed the *Reorganized Debtor’s Motion for Entry of Final Decree Closing the Remaining Case and Terminating the Services of Kurtzman Carson Consultants, LLC as Claims and Noticing Agent in the Debtors’ Chapter 11 Cases* [Docket No. 1956] (the “Motion”). Objections to the relief requested in the Motion were due to be filed by August 31, 2015 at 4:00 p.m. (ET) (the “Objection Deadline”).<sup>2</sup>

2. Prior to the Objection deadline, the Reorganized Debtor received informal comments from the Office of the United States Trustee (the “U.S. Trustee”), and the Ombudsman in this chapter 11 case.

3. The Reorganized Debtor has worked with the U.S. Trustee and the Ombudsman and has prepared a revised proposed form of order (the “Revised Proposed Order”), which is attached hereto as Exhibit 1. The Reorganized Debtor has shared the Revised Proposed Order with the U.S. Trustee and the Ombudsman, neither of which have any objection to entry of

<sup>1</sup> The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor’s federal tax identification number and state of incorporation is School Specialty, Inc. (Del.; 1239). The address of the Reorganized Debtor’s corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942. The chapter 11 cases of the Reorganized Debtor’s affiliated debtors have been closed.

01:1767661.1  
<sup>2</sup> The Objection Deadline was extended for the U.S. Trustee through an



the Revised Proposed Order. For the convenience of the Court and parties-in-interest, attached hereto as Exhibit 2 is a blackline reflecting all changes between the Revised Proposed Order and the proposed form of order filed as an exhibit to the Motion. The Reorganized Debtor received no other comments or objections with respect to the Motion.

WHEREFORE, the Reorganized Debtor respectfully requests that the Court enter the Revised Proposed Order at the earliest convenience of the Court.

Dated: September 14, 2015  
Wilmington, Delaware

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*Counsel for the Reorganized Debtor*

**EXHIBIT 1**

**Revised Proposed Order**

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

In re:

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

Reorganized Debtor.

Chapter 11

Case No. 13-10125 (KJC)

Jointly Administered

Docket Ref. Nos. 1956 & \_\_\_\_

**FINAL DECREE CLOSING REMAINING CASE**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned reorganized debtor (the “Reorganized Debtor”) for entry of an order closing the Remaining Case; and upon consideration of the Motion and all pleadings related thereto; and the Court finding that (a) the Court has jurisdiction over this matter 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, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interest of the Reorganized Debtor’s estate, its creditors and other parties-in-interest; and after due deliberation, and good and sufficient cause appearing therefor:

IT IS HEREBY ORDERED, ADJUDGED and DECREED that:

1. The Motion is GRANTED as set forth herein.
2. The chapter 11 case of School Specialty, Inc., Case No. 13-10125 (KJC),

shall be closed, effective as of the date of this Order.

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<sup>1</sup> The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor’s federal tax identification number and state of incorporation is School Specialty, Inc. (Del.; 1239). The address of the Reorganized Debtor’s corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942. The chapter 11 cases of the Reorganized Debtor’s affiliated debtors have been closed.

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

3. The closing of the Remaining Case shall not alter the obligations of the Reorganized Debtor to the Ombudsman, as the same are set forth in the Plan and the Ombudsman Plan Supplement [Docket Nos. 1158 & 1239-1].

4. The entry of this Order is without prejudice to the rights of any Debtor or other party in interest, including the Ombudsman, to seek to reopen the Remaining Case pursuant to section 350(b) of the Bankruptcy Code. The Ombudsman shall have the right to seek to reopen the Remaining Case upon ten (10) business days' prior written notice to counsel to the Reorganized Debtor and to the United States Trustee.

5. The Reorganized Debtor and its agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree and Order in accordance with the Motion.

6. Notwithstanding anything to the contrary, the terms and conditions of this Final Decree and Order shall be immediately effective and enforceable upon its entry.

7. KCC is hereby discharged as the claims and noticing agent of this Court in this case as of the date hereof. For the avoidance of doubt, KCC will continue to maintain and update the Ombudsman's website and to serve as noticing agent for the Ombudsman at the expense of the Reorganized Debtor.

8. To the extent that it has not already done so, KCC shall promptly transfer all original proofs of claim and other documents filed on the claims register as of the Effective Date, as well as a claims register, and will comply with all the requirements set forth in Local Rule 2002-1(f)(ix).

9. Any fees due to the U.S. Trustee pursuant to 28 U.S.C. § 1930, to the extent not already paid, shall be paid by no later than ten (10) days after entry of this Order.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Final Decree and Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2015

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Kevin J. Carey  
United States Bankruptcy Judge

**EXHIBIT 2**

**Blackline**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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Reorganized Debtor.

Chapter 11

Case No. 13-10125 (KJC)

Jointly Administered

Docket Ref. ~~No~~Nos. 1956 &

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IT IS HEREBY ORDERED, ADJUDGED and DECREED that:

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3. The closing of the Remaining Case shall not alter the obligations of the Reorganized Debtor to the Ombudsman, as the same are set forth in the Plan and the Ombudsman Plan Supplement [Docket Nos. 1158 & 1239-1].

4. ~~3.~~ The entry of this Order is without prejudice to the rights of any Debtor or other party in interest, including the Ombudsman, to seek to reopen the Remaining Case pursuant to section 350(b) of the Bankruptcy Code. The Ombudsman shall have the right to seek to reopen the Remaining Case upon ten (10) business days' prior written notice to counsel to the Reorganized Debtor and to the United States Trustee.

5. ~~4.~~ The Reorganized Debtor and its agents are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Decree and Order in accordance with the Motion.

6. ~~5.~~ Notwithstanding anything to the contrary, the terms and conditions of this Final Decree and Order shall be immediately effective and enforceable upon its entry.

7. ~~6.~~ KCC is hereby discharged as the claims and noticing agent of this Court in this case as of the date hereof. For the avoidance of doubt, KCC will continue to maintain and update the Ombudsman's website and to serve as noticing agent for the Ombudsman at the expense of the Reorganized Debtor.

8. ~~7.~~ To the extent that it has not already done so, KCC shall promptly transfer all original proofs of claim and other documents filed on the claims register as of the Effective Date, as well as a claims register, ~~in accordance with~~ and will comply with all the requirements set forth in Local Rule 2002-1(f)(ix).

9. Any fees due to the U.S. Trustee pursuant to 28 U.S.C. § 1930, to the extent not already paid, shall be paid by no later than ten (10) days after entry of this Order.

10. ~~8.~~ The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Final Decree and Order.

Dated: Wilmington, Delaware  
\_\_\_\_\_, 2015

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Kevin J. Carey  
United States Bankruptcy Judge