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.	Re: Docket Nos. 5, 71
	Obj. Deadline: 2/15/13, 4:00 p.m.
	Hearing Date: 2/25/13, 11:00 a.m.

JOINDER OF OHIO EDISON COMPANY AND FIRSTENERGY SOLUTIONS CORP. TO THE OBJECTION OF CERTAIN UTILITY COMPANIES TO THE MOTION FOR AN ORDER PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE (I) PROHIBITING UTILITY COMPANIES FROM ALTERING, REFUSING, OR DISCONTINUING UTILITY SERVICES, (II) DEEMING UTILITY COMPANIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE, (III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE ASSURANCE OF PAYMENT, AND (IV) SETTING A FINAL HEARING RELATED THERETO

Ohio Edison Company ("Ohio Edison"), and FirstEnergy Solutions Corp. ("FES") (collectively, the "Joinder Utilities"), by counsel, hereby join in the *Objection of Certain Utility Companies* (the "Objection") to the *Motion For An Order Pursuant To Section 366 of the Bankruptcy Code (I) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Performance, (III) Establishing Procedures For Determining Adequate Assurance of Payment, and (IV) Setting a Final Hearing Related Thereto* (the "Utility Motion"), and set forth the

1310125130211000000000029

following:

Introduction

1. The Joinder Utilities adopt and incorporate by reference herein the *Introduction* section set forth in the Objection.

Facts

2. The Joinder Utilities adopt and incorporate by reference herein the *Facts* section set forth in the Objection.

Facts Concerning the Utilities

3. The Joinder Utilities adopt and incorporate by reference herein the *Facts Concerning the Utilities* section set forth in the Objection.

4. In order to avoid the need to bring witnesses and have lengthy testimony regarding Ohio Edison's regulated billing cycle, Ohio Edison requests that this Court, pursuant to Rule 201 of the Federal Rules of Evidence, take judicial notice of Ohio Edison's billing cycle. Pursuant to the foregoing request and based on the voluminous size of the applicable documents, Ohio Edison is providing the following web site link to its tariffs:

Ohio Edison:
http://www.firstenergycorp.com/Residential_and_Business/Customer_Choice/Tariff_Information/Ohio_Tariffs.html

5. FES provides electricity supply to Debtors pursuant to the *Customer Supply Agreement* and related *Fixed Price Pricing*

Attachments (collectively, the "Agreement"). FES's utility charges for electricity supply to the Debtors are included in Ohio Edison's invoices to the Debtors. The Agreement provides that under consolidated billing, the Debtors shall pay for electricity in accordance with the electric utility's tariffs (i.e., Ohio Edison's applicable tariffs), which includes, without limitation, when payment is due and late payment charges.

6. Subject to a reservation of the Joinder Utilities' rights to supplement their post-petition deposit requests if additional accounts belonging to the Debtors are subsequently identified, the Joinder Utilities' estimated prepetition debt and post-petition deposit requests are as follows:

Utility	**No. of Accts.**	**Est. Prepet. Debt**	**Dep. Request**
OE	1	$8,712.57	$14,164 (2-month)
FES	1	$15,546	$23,166 (2-month)

Discussion

7. The Joinder Utilities incorporate and adopt by reference the legal and factual arguments set forth in the Objection.

WHEREFORE, the Joinder Utilities respectfully request that this Court enter an order:

1. Denying the Utility Motion as to the Joinder Utilities;
2. Awarding the Joinder Utilities the post-petition adequate assurance of payment pursuant to Section 366

in the amount and form satisfactory to the Joinder Utilities; and

3. Providing such other and further relief as the Court deems just and appropriate.

Dated: February 11, 2013

McCARTER & ENGLISH, LLP

William F. Taylor, Jr. (#2936)
Renaissance Centre
405 North King Street, 8th Floor
Wilmington, DE 19801
Telephone: (302) 984-6300
Facsimile: (302) 984-6399
E-mail: wtaylor@mccarter.com;

and

Russell R. Johnson III
John M. Craig
Law Firm of Russell R. Johnson III, PLC
2258 Wheatlands Drive
Manakin-Sabot, Virginia 23103
Telephone: (804) 749-8861
Facsimile: (804) 749-8862
E-mail: russj4478@aol.com

Counsel for Ohio Edison Company, and FirstEnergy Solutions Corp.

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.	

CERTIFICATE OF SERVICE

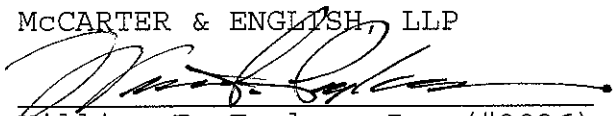
I hereby certify that on February 11, 2013, I caused a true and correct copy of the *Joinder of Ohio Edison Company and FirstEnergy Solutions Corp. to the Objection Certain Utility Companies to the Motion For An Order Pursuant To Section 366 of the Bankruptcy Code (I) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Utility Services, (II) Deeming Utility Companies Adequately Assured of Future Performance, (III) Establishing Procedures For Determining Adequate Assurance of Payment, and (IV) Setting a Final Hearing Related Thereto* to be sent through the Court's ECF system, or by email or facsimile, to the following:

Pauline K. Morgan
Maris J. Kandestin
Young Conaway Stargatt & Taylor, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19899-0391
Debtors' Counsel

Alan W. Kornberg
Jeffrey D. Saferstein
Lauren Shumejda
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064
akornberg@paulweiss.com
jsaferstein@paulweiss.com
lshumejda@paulweiss.com
Debtors' Counsel

Richard L. Schepacarter
Office of the United States Trustee
U. S. Department of Justice
844 King Street, Suite 2207
Lockbox #35
Wilmington, DE 19801

By: McCARTER & ENGLISH, LLP



William F. Taylor, Jr. (#2936)
Renaissance Centre
405 North King Street, 8th Floor
Wilmington, DE 19801
Telephone: (302) 984-6300
Facsimile: (302) 984-6399
E-mail: wtaylor@mccarter.com