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

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| In re:<br><br>SCHOOL SPECIALTY, INC., *et al.*,[1]<br><br>Reorganized Debtors. | Chapter 11<br><br>Case No. 13-10125 (KJC)<br>Jointly Administered<br><br>**Hearing Date: December 9, 2014 at 11:00 a.m. (ET)**<br>**Obj. Deadline: December 2, 2014 at 4:00 p.m. (ET)** |

**SEVENTH MOTION OF THE REORGANIZED DEBTORS FOR ENTRY OF AN ORDER EXTENDING TIME TO OBJECT TO CLAIMS**

The above-captioned reorganized debtors (collectively, the "Debtors" or the "Reorganized Debtors"), hereby submit this motion (the "Motion"), pursuant to section 105 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code") and Rule 9006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), extending the deadline to object to claims. In support of the Motion, the Reorganized Debtors respectfully state as follows:

**JURISDICTION**

1. The United States Bankruptcy Court for the District of Delaware (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. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

[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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2. The statutory predicates for the relief requested herein are section 105 of the Bankruptcy Code and Bankruptcy Rule 9006.

## BACKGROUND

### A. Introduction

3. On January 28, 2013 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code thereby commencing the instant cases (the "Chapter 11 Cases").

4. On February 5, 2013, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors [Docket No. 110] (the "Initial Creditors' Committee"). On February 27, 2013, the U.S. Trustee reconstituted the Initial Creditors' Committee [Docket No. 330] (the "Creditors' Committee"). No trustee or examiner was appointed in the Chapter 11 Cases.

5. Information regarding the Debtors' businesses, their capital and debt structure, and the events leading to the filing of these Chapter 11 Cases is contained in the *Declaration of Gerald T. Hughes in Support of Chapter 11 Petition and First Day Motions* [Docket No. 2].

### B. Plan Process

6. 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].

7. Following the Court's conditional approval of the Disclosure Statement, the Debtors continued extensive negotiations with various constituencies and on May 23, 2013, the Debtors filed the *Debtors' Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 1158] (the "Plan"). 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").

**C. Bar Date and Proofs of Claim**

8. On January 30, 2013, this Court entered an order appointing Kurtzman Carson Consultants LLC ("KCC") as noticing and balloting agent in these Chapter 11 Cases [Docket No. 70]. KCC is authorized to maintain (i) all proofs of claim filed against the Debtors and (ii) an official claims register by docketing all proofs of claim in a claims database containing, inter alia, information regarding the name and address of each claimant, the date the proof of claim was received by KCC, the claim number assigned to the proof of claim, and the asserted amount and classification of the claim.

9. On February 25, 2013, the Court entered that certain *Order Establishing Bar Dates for Filing Proofs of Claim, Including Section 503(b)(9) Claims and Approving the Form and Manner of Notice Thereof* [Docket No. 287] (the "Bar Date Order"). Pursuant to the Bar Date Order, all persons or entities who wished to assert claims against the Debtors' estates were required to file a proof of claim against the Debtors in these Chapter 11 Cases by no later than April 1, 2013 at 5:00 p.m. (prevailing Pacific Time) (the "General Bar Date").[2] The

[2] As set forth in the Bar Date Order, notice of the General Bar Date (the "Bar Date Notice") was required to be served within 5 business days following the later of entry of the Bar Date Order or the filing of the Debtors' schedules of assets and liabilities. The Bar Date Notice was filed on February 27, 2013 and service of the Bar Date Notice was completed on March 2, 2013 [Docket Nos. 336 & 485]. Further, the Bar Date Notice was published in the national edition of The New York Times on March 4, 2013 [Docket No. 573]. The Bar Date Notice provided approximately 30-days' notice to all potential claimants of the April 1, 2013 General Bar Date.

General Bar Date applied to any person, other than governmental units, holding a claim against the Debtors owing as of the Petition Date or any person with an alleged claim or expense to have allegedly arisen prior to the Petition Date. Any governmental unit seeking to file a claim against the Debtors was required to do so by no later than July 29, 2013 at 5:00 p.m. (prevailing Pacific Time). Pursuant to Article VII.D of the Plan, the deadline for parties to rejected executory contracts and unexpired leases to file a claim for rejection damages was July 11, 2013.

10. To date, in excess of 1,600 proofs of claim (collectively, the "Claims," and the persons or entities filing such Claims, the "Claimants") have been filed in these Chapter 11 Cases.

11. Pursuant to Article I.A of the Plan, all objections to Claims (other than Administrative Claims) were to be filed within 90 days of the Effective Date, or September 9, 2013 (the "Claims Objection Deadline"),[3] or "such other later date the Court may establish upon a motion by the Reorganized Debtors." On July 31, 2013, the Reorganized Debtors filed the *Motion of the Reorganized Debtors for Entry of an Order Extending Time to Object to Claims* [Docket No. 1370] (the "First Extension Motion"). On August 19, 2013, the Court entered an order granting the relief requested in the First Extension Motion, extending the Claims Objection Deadline through and including November 25, 2013 [Docket No. 1413]. On November 22, 2013, the Court entered an order further extending the Claims Objection Deadline through and including February 10, 2014 [Docket No. 1536]. Following an additional extension motion by the Debtors, on February 20, 2014, the Court extended the Claims Objection Deadline through and including April 28, 2014 [Docket No. 1677], and then again through July 14, 2014 [Docket

[3] Pursuant to the Plan and Confirmation Order, the deadline for the Debtors to object to Administrative Claims, other than Fee Claims, was November 8, 2013 (the "Administrative Claims Objection Deadline"). On November 22, 2013, the Court entered an order extending the Administrative Claims Objection Deadline through and including January 22, 2014 [Docket No. 1537]. The Administrative Claims Objection Deadline was subsequently extended by the Court through April 7, 2014 [Docket No. 1678].

No. 1723]. On July 14, 2014, the Court further extended the Claims Objection Deadline through September 29, 2014 [Docket No. 1796]. Finally, on October 3, 2014, the Court entered an order extending the Claims Objection Deadline through December 15, 2014 [Docket No. 1845].

**RELIEF REQUESTED**

12. The Debtors respectfully request entry of an order extending the Claims Objection Deadline by approximately 75 days,[4] through and including March 2, 2015. The Debtors further request that the entry of such order be without prejudice to their right to seek further extensions of the time within which to object to claims should future circumstances so warrant.

**BASIS FOR RELIEF REQUESTED**

13. Since the Effective Date, the Reorganized Debtors have worked diligently in (i) reviewing and analyzing the proofs of claim that have been filed; (ii) performing the required due diligence to determine the objectionable claims; and (iii) negotiating resolutions to certain claims. Specifically, the Reorganized Debtors have filed eight non-substantive claim objections, by which they have objected to approximately 259 claims. See Docket Nos. 1306, 1389, 1497, 1666, 1695, 1764, 1822 & 1861. Orders sustaining the Reorganized Debtors' objections have been entered by the Court with respect to seven of its non-substantive claim objections and the remaining outstanding objection is scheduled to be heard on December 9, 2014. See Docket Nos. 1360, 1460, 1534, 1688, 1721, 1782 & 1849 . The Reorganized Debtors have also filed seven substantive objections, by which they have objected to 265 claims. See Docket Nos. 1496, 1544, 1677, 1694, 1765, 1821 & 1860. Orders sustaining the five of the

[4] The date that is 75 days after December 15, 2014, is Saturday, February 28, 2015. Pursuant to Bankruptcy Rule 9006(a)(2)(C), therefore, a deadline extended by 75 days would be automatically extended until Monday, March 2, 2015. Accordingly, the Reorganized Debtors hereby seek an extension of 77 days, through and including Monday, March 2, 2015.

Reorganized Debtors' substantive objections have been entered by the Court and the remaining substantive objection is scheduled to be heard on December 9, 2014. See Docket Nos. 1535, 1645, 1689, 1783 & 1850. Further, as part of the claims reconciliation process, the Reorganized Debtors have filed four notices of full or partial satisfaction of claims. See Docket Nos. 1494, 1495, 1735 & 1736. The Reorganized Debtors will continue to work diligently to resolve all outstanding claims objections and complete the claims reconciliation process. The Reorganized Debtors, however, need more time to properly review and analyze all filed claims, particularly those to which the Reorganized Debtors anticipate filing a substantive objection. Many of these substantive objections will require the Reorganized Debtors to expend a substantial amount of time in researching the legal bases for the underlying claims and formulating an appropriate objection.

14. The Reorganized Debtors are hopeful that the extension requested by this Motion will provide the Reorganized Debtors with the necessary time to evaluate all remaining claims, prepare and file objections to claims, if necessary, and, where possible, attempt to consensually resolve disputed claims. Accordingly, the Reorganized Debtors respectfully submit that extending the Claims Objection Deadline is essential and in the best interests of the Debtors' estates and their creditors.

**NOTICE**

15. Notice of this Motion will be provided to: (i) the United States Trustee; (ii) the indenture trustee for the Debtors' convertible debentures; (iii) counsel to the Creditors' Committee; (iv) counsel to the agents for the ABL Exit Facility and the Term Loan Exit Facility and (v) all parties that have filed a notice of appearance in these Chapter 11 Cases pursuant to

Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Reorganized Debtors submit that no other or further notice is necessary.

## CONCLUSION

WHEREFORE, the Reorganized Debtors respectfully request the entry of the proposed order attached hereto as Exhibit A granting the relief requested herein and such other and further relief as is just and proper.

Dated: Wilmington, Delaware
November 18, 2014

YOUNG CONAWAY STARGATT & TAYLOR, LLP

*/s/ Laurel D. Roglen*
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*Counsel to the Reorganized Debtors*

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

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|---|---|
| In re: | Chapter 11 |
| SCHOOL SPECIALTY, INC., *et al*.,[1] | Case No. 13-10125 (KJC)<br>Jointly Administered |
| Reorganized Debtors. | **Hearing Date: December 9, 2014 at 11:00 a.m. (ET)**<br>**Obj. Deadline: December 2, 2014 at 4:00 p.m. (ET)** |

## NOTICE OF MOTION

TO: (I) THE UNITED STATES TRUSTEE; (II) THE INDENTURE TRUSTEE FOR THE DEBTORS' CONVERTIBLE DEBENTURES; (III) COUNSEL TO THE CREDITORS' COMMITTEE; (IV) COUNSEL TO THE AGENTS FOR THE ABL EXIT FACILITY AND THE TERM LOAN EXIT FACILITY; AND (V) ALL PARTIES THAT HAVE FILED A NOTICE OF APPEARANCE IN THESE CHAPTER 11 CASES PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that the reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") have filed the attached **Seventh Motion of the Reorganized Debtors for Entry of an Order Extending Time to Object to Claims** (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that responses to the Motion, if any, are required to be filed on or before **December 2, 2014 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must also serve a copy of the response upon the Reorganized Debtors' undersigned counsel so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON **DECEMBER 9, 2014 AT 11:00 A.M. (ET)**, BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM #5, WILMINGTON, DELAWARE 19801.

[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.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 18, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

*/s/ Laurel D. Roglen*
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*Counsel to the Reorganized Debtors*

# EXHIBIT A

## Proposed Order

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

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|---|---|
| In re: | Chapter 11 |
| SCHOOL SPECIALTY, INC., *et al*.,[1] | Case No. 13-10125 (KJC) |
| | Jointly Administered |
| Reorganized Debtors. | **Re: Docket Nos. ____ & ____** |

**ORDER EXTENDING THE TIME FOR**
**THE REORGANIZED DEBTORS TO OBJECT TO CLAIMS**

Upon the motion (the "Motion")[2] of the Reorganized Debtors for the entry of an order, pursuant to section 105 of the Bankruptcy Code and Bankruptcy Rule 9006, extending the deadline by which the Debtors must object to Claims; 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 Debtors' estates, their 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.

[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.

[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The Claim Objection Deadline is extended through and including March 2, 2015.

3. Entry of this Order shall be without prejudice to the right of the Reorganized Debtors to seek further extensions of the time within which to object to Claims.

4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to implementation of this Order

Dated: _____, 2014
Wilmington, Delaware

_____
THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE