

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

<p>In re:</p> <p>SCHOOL SPECIALTY, INC., <i>et al.</i>,<sup>2</sup></p> <p>Reorganized Debtor.</p>
<p>The Official Committee of Unsecured Creditors of School Specialty, Inc. and Its Affiliated Debtors,</p> <p>Plaintiff,</p>
<p>v.</p> <p>Bayside Finance, LLC, H.I.G. Bayside Capital, and H.I.G. Bayside Debt &amp; LBO Fund II, L.P.,</p> <p>Defendants.</p>

Chapter 11

Case No. 13-10125 (KJC)

Jointly Administered

Related Docs No. 295, 476, 638, 734, 747, 856,  
982, 1340, 1383, 1387, 1390, 1433, 1499

Adv. Pro. No. 13-50923 (KJC)

Related Docs No. 1, 3, 5, 6, 10

**ORDER APPROVING STIPULATION FOR SETTLEMENT OF (I) THE CREDITORS' COMMITTEE'S APPEAL OF THE MAKE-WHOLE ORDER AND (II) THE CREDITORS' COMMITTEE'S ADVERSARY PROCEEDING**

Upon the *Joint Certification of Counsel Regarding Stipulation and Agreed Order Approving the Settlement of (I) the Creditors' Committee's Appeal of the Make-Whole Order and (II) the Creditors' Committee's Adversary Proceeding* (the "Certification of Counsel"); and the Court having reviewed the *Stipulation for Settlement of (I) the Creditors' Committee's Appeal of the Make-Whole Order and (II) the Creditors' Committee's Adversary Proceeding* (the "Stipulation") attached as Exhibit A to the Certification of Counsel; the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and (b) this is a core

<sup>2</sup> The Reorganized Debtor in this case, along with the last four digits of the 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.

proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and the Court having determined that the relief sought by the Certification of Counsel is in the best interests of the Reorganized Debtors<sup>3</sup>, their estates, and the Committee; and sufficient cause appearing therefor,

NOW THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Stipulation is APPROVED.
2. The Reorganized Debtors, the Creditors' Committee, and Bayside are authorized and directed to implement the terms of the transactions set forth in the Stipulation in full and final resolution of the Disputed Matters.
3. This Court shall retain jurisdiction over all matters arising from and/or related to the interpretation and/or implementation of this Order.

Dated: Oct 24, 2013  
Wilmington, Delaware

  
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HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

<sup>3</sup> Capitalized terms used herein but not otherwise defined shall retain the meaning ascribed to them in the Certification of Counsel.