

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

In re:

SCHOOL SPECIALTY, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 13-10125 (PJW)

Joint Administration Requested

NOTICE OF HEARING TO CONSIDER FIRST DAY PLEADINGS

PLEASE TAKE NOTICE that on January 28, 2013, School Specialty, Inc. and its affiliated debtors and debtors-in-possession in the above-captioned cases (each a “Debtor,” and collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) with the Clerk of the United States Bankruptcy Court for the District of Delaware. The Debtors continue to operate their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that the Debtors will present the following pleadings (collectively, the “First Day Pleadings”) at a hearing on **January 29, 2013 at 1:30 p.m. (ET)** (the “Hearing”) before the Honorable Peter J. Walsh, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801:

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



FIRST DAY PLEADINGS

1. Motion for Order Authorizing Joint Administration Pursuant to Bankruptcy Rule 1015 and Local Rule 1015-1 [D.I. 3; 1/28/13]
2. Debtors' Application for an Order Authorizing and Approving the Appointment of Kurtzman Carson Consultants LLC as Claims and Noticing Agent for the Debtors Pursuant to 28 U.S.C. § 156(c), Section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2002(f) and Local Rule 2002-1(f) [D.I. 4; 1/28/13]
3. 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 [D.I. 5; 1/28/13]
4. Debtors' Motion for Order Pursuant to Sections 105(a), 363(b), 541, and 507(a)(8) of the Bankruptcy Code Authorizing (I) Payment of Certain Prepetition Taxes and Fees, and (II) Financial Institutions to Process and Cash Related Checks and Transfers [D.I. 6; 1/28/13]
5. Debtors' Motion for Order (I) Authorizing the Debtors (A) to Continue Existing Insurance Policies, Bonds, and Related Agreements and (B) to Honor Certain Prepetition Obligations in Respect Thereof and (II) Granting Related Relief [D.I. 7; 1/28/13]
6. Debtors' Motion for an Order (I) Approving Continued Use of the Debtors' Existing Cash Management System, (II) Authorizing Use of Existing Bank Accounts and Checks, (III) Waiving the Requirements of 11 U.S.C. § 345(b) on an Interim Basis, and (IV) Granting Administrative Expense Status to Postpetition Intercompany Claims [D.I. 8; 1/28/13]
7. Debtors' Motion for an Order (A) Authorizing, But Not Directing, The Debtors to Pay Certain Prepetition Wages, Compensation, and Employee Benefits and Continue Payment of Wages, Compensation, and Employee Benefits in the Ordinary Course of Business; and (B) Authorizing and Directing Applicable Banks and Other Financial Institutions to Process and Pay All Checks Presented for Payment and to Honor All Funds Transfer Requests Made by the Debtors Relating to the Foregoing [D.I. 9; 1/28/13]
8. Debtors' Motion for an Order Authorizing the Debtors to Honor Certain Prepetition Customer Obligations and to Continue Prepetition Customer Programs and Practices in the Ordinary Course of Business [D.I. 10; 1/28/13]
9. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Pay Prepetition Claims of Certain Critical Vendors, Foreign Suppliers, Freight Carriers and Section 503(b)(9) Claimants [D.I. 11; 1/28/13]

10. Debtors' Motion for Entry of an Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e) and 507 and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (C) to Grant Priming Liens and Superpriority Claims to the DIP Lenders, (D) to Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (E) to Repay in Full Amounts Owed in Connection with the Prepetition Secured Loans or Otherwise Converting the Prepetition Secured Obligation into Postpetition Secured Obligations; (II) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(a) and (c); and (III) Granting Related Relief [D.I. 12; 1/28/13]

PLEASE TAKE FURTHER NOTICE that, in addition to the documents listed above, the Debtors have filed with the Court the following document:

Declaration of Gerald T. Hughes in Support of Chapter 11 Petitions and First Day Motions [D.I. 2; 1/28/13]

Declaration of Agnes K. Tang in Support of Motion of Debtors' for Entry of an Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), 364(e) and 507 and (B) to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (C) to Grant Priming Liens and Superpriority Claims to the DIP Lenders, (D) to Provide Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364, and (E) to Repay in Full Amounts Owed in Connection with the Prepetition Secured Loans or Otherwise Converting the Prepetition Secured Obligation into Postpetition Secured Obligations; (II) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(a) and (c); and (III) Granting Related Relief [D.I. 13; 1/28/13]

PLEASE TAKE FURTHER NOTICE that copies of all of the First Day Pleadings will be mailed to you subsequent to the Hearing and are currently available on the Court's website: www.deb.uscourts.gov and the website established by the proposed Claims Agent for the Debtors' Chapter 11 Cases (www.kccllc.net/SchoolSpecialty). If you would like to receive copies of any of the First Day Pleadings prior to the Hearing, you may contact Troy Bollman, Paralegal, at (302) 573-7796 or tbollman@yest.com. All parties wishing to participate in the Hearing telephonically must make arrangements with Court Call ((866) 582-6878; www.courtcall.com) prior to the hearing.

Dated: January 28, 2013
Wilmington, Delaware

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