

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

In re:  
  
SCHOOL SPECIALTY, INC. *et al.*,<sup>1</sup>  
  
Debtors.

Chapter 11  
  
Case No. 13-10125 (KJC)  
  
Joint Administration Requested

**NOTICE OF SECOND AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON JANUARY 30, 2013 AT 9:00 A.M. (ET)**

**BY PERMISSION OF CHAMBERS, ANY PARTY WISHING TO PARTICIPATE TELEPHONICALLY  
MUST MAKE ARRANGEMENTS THROUGH COURTCALL AT (866) 582-6878 AT LEAST ONE HOUR  
PRIOR TO THE HEARING. NO RESERVATIONS WILL BE ACCEPTED AFTER THE DEADLINE.**

**VOLUNTARY PETITIONS**

1. Voluntary Chapter 11 Petition Packages of School Specialty, Inc., *et al.* [Case No. 13-10125 (KJC)]
  - A. School Specialty, Inc.
  - B. Bird-In-Hand Woodworks, Inc.
  - C. Califone International, Inc.
  - D. Childcraft Education Corp.
  - E. ClassroomDirect.com, LLC
  - F. Delta Education, LLC
  - G. Frey Scientific, Inc.
  - H. Premier Agendas, Inc.
  - I. Sax Arts & Crafts, Inc.
  - J. Sportime, LLC

**INFORMATIONAL PLEADING**

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

<sup>1</sup> 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.

<sup>2</sup> Amended items appear in bold.



## **FIRST DAY PLEADINGS**

3. Motion for Order Authorizing Joint Administration Pursuant to Bankruptcy Rule 1015 and Local Rule 1015-1 [D.I. 3; 1/28/13]

Status: This matter will be going forward.

4. 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]

Status: This matter will be going forward.

5. 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]

Status: This matter will be going forward.

6. 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]

Status: This matter will be going forward.

7. 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]

Status: This matter will be going forward.

8. 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]

Status: This matter will be going forward.

9. 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]

Status: This matter will be going forward.

10. 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]

Status: This matter will be going forward.

11. 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]

Status: This matter will be going forward.

12. 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. 12; 1/28/13]

Related Pleading:

- a) 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]

Responses/Objections:

- b) **Objection and Reservation of Rights of the United States Trustee to the Debtors Motion for Entry of Interim and Final Orders (I) Authorizing Debtors (A) to Obtain Post-petition 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 [D.I. 57; 1/29/13]**

- c) **Objection of the Steering Committee of Convertible Noteholders of School Specialty, Inc. to Debtors Motion of Debtors for Entry of 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. 59; 1/29/13]**

Status: This matter will be going forward.

Dated: January 29, 2013  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

*/s/ Maris J. Kandestin*

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