

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)

Jointly Administered

Hearing Date: February 11, 2013 at 11:00 a.m. (ET)  
Obj. Deadline: February 7, 2013 at 12:00 p.m. (ET)<sup>2</sup>

Re: Docket Nos. 18, 19 & 84

**NOTICE OF THE DEBTORS' MOTION FOR ENTRY OF (A) AN ORDER UNDER 11 U.S.C. §§ 105(a), 363 AND 365, AND FED. R. BANKR. P. 2002, 6004, 6006 AND 9014: (I) SCHEDULING HEARING ON APPROVAL OF ASSET SALE, ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS TO BAYSIDE SCHOOL SPECIALTY, LLC (OR ITS ASSIGNEE) AND ASSUMPTION OF CERTAIN LIABILITIES, AND (II) APPROVING BIDDING PROCEDURES, BREAKUP FEE AND EXPENSE REIMBURSEMENT, AND FORM AND MANNER OF NOTICE THEREOF; AND (B) AN ORDER (I) APPROVING THE ASSET PURCHASE AGREEMENT; (II) AUTHORIZING THE SALE OF ALL OR SUBSTANTIALLY ALL OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS OR ENCUMBRANCES; (III) AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES; AND (IV) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE** that on January 28, 2012 (the "Petition Date"), the Debtors filed the *Debtors' Motion for Entry of (A) an Order Under 11 U.S.C. §§ 105(a), 363 and 365, and Fed. R. Bankr. P. 2002, 6004, 6006 and 9014: (I) Scheduling Hearing on Approval of Asset Sale, Assumption and Assignment of Executory Contracts to Bayside School Specialty, LLC (or its Assignee) and Assumption of Certain Liabilities, and (II) Approving Bidding Procedures, Breakup Fee and Expense Reimbursement, and Form and Manner of Notice Thereof; and (B) an Order (I) Approving the Asset Purchase Agreement; (II) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests or Encumbrances; (III) Authorizing the Assumption and Assignment of Certain Executory Contracts*

<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> The Official Committee of Unsecured Creditors (the "Committee") shall file and serve objections prior to the hearing.



*and Unexpired Leases; and (IV) Granting Related Relief* [Docket No. 18] (the “Motion”).<sup>3</sup> A proposed form of Bidding Procedures Order was attached as Exhibit A to the Motion.<sup>4</sup>

**PLEASE TAKE FURTHER NOTICE** that, on January 31, 2013, the Debtors filed the *Notice of Filing of Amended Bidding Procedures and Revised Bidding Procedures Order* (the “Amended Procedures Submission”) [Docket No. 90], a copy of which is being served with this Notice. Attached to the Amended Procedures Submission as Exhibits 1 and 2 respectively are revised proposed Bidding Procedures (the “Amended Bidding Procedures”) and a revised proposed order approving the Amended Bidding Procedures (the “Revised Bidding Procedures Order”). For the convenience of parties-in-interest, blacklined copies of the Amended Bidding Procedures and the Revised Bidding Procedures Order, reflecting the changes made since the filing of the Motion, are attached to the Amended Procedures Submission as Exhibits 3 and 4 respectively.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Motion, solely with respect to the relief sought in the Revised Bidding Procedures Order, must be in writing, filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned proposed counsel for the Debtors on or before **February 7, 2013 at 12:00 p.m. (ET)** (the “Objection Deadline”).

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<sup>3</sup> All capitalized terms not defined herein shall have the meanings ascribed to them in the Motion.

<sup>4</sup> The Motion, including the Bidding Procedures Order, was previously served.

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Motion, solely with respect to approval of the relief sought in the Revised Bidding Procedures Order, will be held on **February 11, 2013 at 11:00 a.m. (ET)** before the Honorable Kevin J. Carey at the United States Bankruptcy Court for the District Of Delaware, 824 Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE RELIEF SOUGHT IN THE REVISED BIDDING PROCEDURES ORDER ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF SOUGHT THEREIN, WITHOUT FURTHER NOTICE OR HEARING.**

Dated: January 31, 2013  
Wilmington, Delaware

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