

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

-----X Chapter 11  
*In re* :  
 : Case No. 13-10125 (KJC)  
School Specialty, Inc., *et al.*,<sup>1</sup> :  
 : (Jointly Administered)  
Debtors. :  
-----X **Re: D.I. 12, 86, 211**

**JOINDER OF CRAYOLA LLC TO DIXON TICONDEROGA COMPANY'S  
LIMITED OBJECTION TO DEBTORS' MOTION AUTHORIZING  
POST-PETITION FINANCING AND OTHER RELIEF (DOCKET NO. 12)**

Crayola LLC ("Crayola"), by its undersigned counsel, hereby files this joinder to *Dixon Ticonderoga Company's Limited Objection To Debtors' Motion Authorizing Post-Petition Financing and Other Relief (Docket No. 12)* (the "Objection") (D.I. 211),<sup>2</sup> and respectfully states as follows:

**JOINDER**

1. On or about January 28, 2013 (the "Petition Date"), the above-referenced debtors and debtors in possession (the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (the "Bankruptcy Code"). Upon information and belief, no trustee or examiner has been appointed in these cases.

2. By its Objection, Dixon argues that the Debtors' DIP Financing Motion and its related Budget do not appear to contemplate the payment in full of claims under Section 503(b)(9) claims as required by the Bankruptcy Code and that based on the sales process

<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 (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> Undefined capitalized terms shall have the meanings set forth in the Objection.



proposed by the Debtors, it is unclear what funds may be available for Section 503(b)(9) claimants.

3. Crayola shares Dixon's concerns and holds a sizable claim against the Debtors, including a claim of not less than \$2,243,697.85 that is entitled to priority as an administrative expense pursuant to Section 503(b)(9) for the value of goods received by the Debtors within twenty days before the Petition Date. Crayola incorporates herein by reference, fully adopts and joins in the Dixon Objection.

WHEREFORE, Crayola respectfully requests that this Court sustain the Dixon Objection.

Dated: February 20, 2013  
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Erin R. Fay

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*Counsel for Crayola LLC*

**CERTIFICATE OF SERVICE**

I, Erin R. Fay, certify that I am not less than 18 years of age, and that service of the foregoing **Joinder of Crayola LLC to Dixon Ticonderoga Company's Limited Objection to Debtors' Motion Authorizing Post-Petition Financing and Other Relief** was caused to be made on February 20, 2013, in the manner indicated upon the entities identified below.

Date: February 20, 2013

/s/ Erin R. Fay  
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