Case 13-10125-KJC Doc 442 Filed 02/04/42 Docket #0443 Date Filed: 3/4/2013

## UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

In re:

SCHOOL SPECIALTY, INC., et al.,

Debtors.<sup>1</sup>

Chapter 11

Case No. 13-10125 (KJC)

Jointly Administered

## **AFFIDAVIT OF SERVICE**

I, Shakira L. Ferguson, depose and say that I am employed by Kurtzman Carson Consultants LLC ("KCC"), the claims and noticing agent for the Debtors in the above-captioned cases.

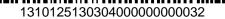
On January 30, 2013, at my direction and under my supervision, employees of KCC caused to be served the following document via Overnight mail on the service list attached hereto as **Exhibit A** and via Overnight mail on a list of potential purchasers (Due to the confidential nature of this list, the Exhibit is not attached hereto and is on file with KCC):

• Order Shortening the Time for Notice of the Debtors' Motion for Entry of (A) an Order Under 11 U.S.C. §§ Sections 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 [Docket No. 84]

Furthermore, on January 31, 2013, at my direction and under my supervision, employees of KCC caused to be served the following documents via Overnight mail on the service list attached hereto as **Exhibit B** and via Overnight mail on a list of potential purchasers (Due to the confidential nature of this list, the Exhibit is not attached hereto and is on file with KCC):

• Notice of Filing Amended Bidding Procedures and Revised Bidding Procedures Order [Docket No. 90]

<sup>&</sup>lt;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.; 6030), The address of the Debtors' corporate headquarters is W6316 Design Drive, Greenville, '



 Notice of the Debtors' Motion for Entry of (A) an Order (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, Assumption & Assignment 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 [Docket No. 91]

Dated: February 6, 2013

uson

State of California County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 6<sup>th</sup> day of February, 2013, by Shakira L. Ferguson, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: VanettaRQuinonet



# Exhibit A

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Top 40 Unsecured									
Creditor	3M	Inge G Thulin, CEO	3M Corporate Headquarters	3M Center		St Paul	MN	55144-1000	
Top 40 Unsecured									
Creditor	A T CLAYTON AND CO	Benjamin G Soule, CFO/COO	300 Atlantic Street, 7th Fl			STAMFORD	СТ	06901-3513	
Top 40 Unsecured									
Creditor	ACCO BRANDS USA LLC	Attn Director or Officer	300 Tower Parkway			LINCOLNSHIRE	IL	60069-3665	
Counsel to Dixon			,						
Ticonderoga Company	Akerman Senterfitt	Sundeep S Sidhu	420 S Orange Ave Ste 1200			Orlando	FL	32801-4904	
Counsel to the agent			5						
under the Debtors' Term									
Loan									
Agreement/Counsel to									
Bayside Finance, LLC									
and Bayside School				Bank of America					
Specialty, LLC	Akin Gump Strauss Hauer & Feld LLP	Attn: Meredith Lahaie	One Bryant Park	Tower		New York	NY	10036-6745	
Counsel to the agent									
under the Debtors' Term									
Loan									
Agreement/Counsel to									
Bayside Finance, LLC									
and Bayside School				Bank of America					
Specialty, LLC	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael Stamer	One Bryant Park	Tower		New York	NY	10036-6745	
Counsel to Bayside									
Finance, LLC and									
Bayside School				Bank of America					
Specialty, LLC	Akin Gump Strauss Hauer & Feld LLP	Lindsay Zahradka	One Bryant Park	Tower		New York	NY	10036-6745	
Top 40 Unsecured									
Creditor	AMERICAN ART CLAY CO INC	Bill Berry, President	6060 Guion Road			INDIANAPOLIS	IN	46254	
Top 40 Unsecured	AMERICAN PAPER CONVERTERS	2						10201	
Creditor	INC	Attn Director or Officer	570 Bondow Dr			Neenah	WI	54956	
Top 40 Unsecured						1 toonan		0.000	
Creditor	ARTCO-BELL CORP	Bob Bishop, CEO	1302 Industrial Boulevard			TEMPLE	тх	76504	
Counsel for the ad hoc							17	10001	
group of convertible									
debenture									
holders/Counsel to the									
Steering Committee of									
School Specialty, Inc.									
3.75% Convertible									
Subordinated Notes Due									
2026	Baker & Mckenzie LLP	Attn: Carmen Lonstein	300 East Randolph St Ste 5000			Chicago	IL	60601	
Counsel for the ad hoc									
group of convertible									
debenture									
holders/Counsel to the									
Steering Committee of									
School Specialty, Inc.									
3.75% Convertible									
Subordinated Notes Due									
2026	Baker & Mckenzie LLP	Attn: Erin E Broderick	300 East Randolph St Ste 5000			Chicago	IL	60601	
2020	Danci & MUNCHIZIE LLF	Aun. EIIII E DIQUEIICK	Soo Last Randolph St Ste 5000			Chicayo	l 🗖	00001	

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Counsel for the ad hoc									
group of convertible									
debenture									
holders/Counsel to the									
Steering Committee of									
School Specialty, Inc.									
3.75% Convertible									
Subordinated Notes Due									
2026	Baker & Mckenzie LLP	Attn: Shima S Roy	300 East Randolph St Ste 5000			Chicago	IL	60601	
Top 40 Unsecured			•			Ŭ			
Creditor	BALLS R US CO LTD	Mr. Chia-Liang Chen	No 3/6 MOO 9	Phuthamonthon 7 RD	Tatalard, Sampran	Nakornpathom		73110	Thailand
The indenture trustee for					ratalara, campian	ranompanioni			· · · · · · · · · · · · · · · · · · ·
the Debtors' convertible									
	Deals of New York Mellow	A - In death and Transferre				Name Vanla	NIX/	10000	
debentures	Bank of New York Mellon	As Indenture Trustee	One Wall Street			New York	NY	10286	
The indenture trustee for									
the Debtors' convertible									
debentures	Bank of New York Mellon	Mary Callahan, Vice President	2 N LaSalle St Ste 1020			Chicago	IL	60602	
Top 40 Unsecured	BANK OF NEW YORK MELLON			2 N. LaSalle Street,					
Creditor	TRUST COMPANY N.A.	Corporate Trust Administrator	As Indenture Trustee	Suite 1020		Chicago	IL	60602	
Counsel to Mead						Ŭ			
Products LLC and									
ACCO Brands									
	Demes 8 Themphum LLD	Devid Devider	1000 NUM Ch Che 1500			Milesie etc.e	DE	10001	
Corporation	Barnes & Thornburg LLP	David Powlen	1000 N W St Ste 1500			Wilmington	DE	19801	
Counsel to Mead									
Products LLC and									
ACCO Brands									
Corporation	Barnes & Thornburg LLP	John T Gregg	One Noth Wacker Dr Ste 4400			Chicago	IL	60606	
Counsel to Mead	_								
Products LLC and									
ACCO Brands									
Corporation	Barnes & Thornburg LLP	Kevin G Collins	1000 N W St Ste 1500			Wilmington	DE	19801	
Counsel to Mead	Dames & momburg EE	Revin C Collins	1000 N W St Ste 1300			wiimington	DL	13001	
Products LLC and									
ACCO Brands									
Corporation	Barnes & Thornburg LLP	Paula K Jacobi	One Noth Wacker Dr Ste 4400			Chicago	IL	60606	
Agent to the Term Loan	Bayside Finance, LLC, as Agent	c/o Bayside Capital Inc.	Attn Jackson Craig	600 Fifth Ave, 24th Fl		New York	NY	10020	
Counsel to the Steering				,					
Committee of School									
Specialty, Inc. 3.75%									
Convertible									
Subordinated Notes Due				DO D 0405				10001	
2026	Bifferato LLC	Ian Connor Bifferato	800 N King Street	PO Box 2165		Wilmington	DE	19801	
Counsel to the Steering									
Committee of School									
Specialty, Inc. 3.75%									
Convertible									
Subordinated Notes Due									
2026	Bifferato LLC	Thomas F Driscoll III	800 N King Street	PO Box 2165		Wilmington	DE	19801	
			out raing offeet	10 007 2100		winnington		13001	
Top 40 Unsecured			11000 0			Facaldia Deal		00404	
Creditor	BRETFORD MFG	Chris Petrick, CEO	11000 Seymour Avenue			Franklin Park	IL	60131	
Top 40 Unsecured									
Creditor	CARPETS FOR KIDS INC	Jeff Fagen, Owner	115 S.E. 9th Ave.			Portland	OR	97214	
Top 40 Unsecured		John P. Wiehoff, President &							
Creditor	CH ROBINSON	CEO	14701 Charlson Road			EDEN PRAIRIE	MN	55347	
		1		1	1			1	

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PARTY DESCRIPTION	I COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Term Lender	СІТ	ATTN GREG GARBUZ	TWO LINCOLN CENTRE	5420 LBJ FREEWAY, SUITE 200		DALLAS	тх	75240	
		ATTIVOREG GARDOZ		5011L 200		DALLAS		73240	
				5420 LBJ FREEWAY,					
Term Lender	СІТ	ATTN NEAL T. LEGAN	TWO LINCOLN CENTRE	SUITE 200		DALLAS	тх	75240	
Top 40 Unsecured	COPERNICUS EDUCATIONAL								
Creditor	PRODUCTS	Attn Director or Officer	4210 Plain Center Ave NE			Canton	OH	44714	
Top 40 Unsecured									
Creditor	Copernicus Educational Products		PMB #459 60 Industrial Pkwy			Cheektowaga	NY	14227	
Top 40 Unsecured								_	
Creditor	Copernicus Educational Products		8194 County Rd 109			Arthur	ON	N0G 1A0	Canada
Top 40 Unsecured									
Creditor		Mike Perry, CEO	1100 Church Ln	0.40 A D 114		Easton	PA	18044	
Top 40 Unsecured	DAKLIN ELECTRONICS CO., LTD		Unit D, 1/F., Valiant Industrial	2-12 Au Pui Wan		Ester.	01		
Creditor US DOJ	1026 Delaware Dept of Justice	Attn Director or Officer	Centre 820 N French St 6th Fl	Street		Fotan	Shatin DE	19801	Hong Kong
05 001	Delaware Dept of Justice	Attn Bankruptcy Dept Division of Corporations	820 N French St 6th Fi			Wilmington	DE	19801	
DE Secretary of State	Delaware Secretary of State	Franchise Tax	401 Federal Street	PO Box 898		Dover	DE	19903	
DE Secretary of State	Delaware Secretary of State			1 O D0x 030		Dovei		13303	
DE State Treasury	Delaware State Treasury		820 Silver Lake Blvd., Suite 100			Dover	DE	19904	
Top 40 Unsecured			626 Chiver Earle Bival, Calle 100			Dovoi		10001	
Creditor	DIXON TICONDEROGA CO	Tim Gomez. CEO	195 International Parkway			HEATHROW	FL	32746	
Top 40 Unsecured			,						
Creditor	ELMERS PRODUCTS INC	Attn Director or Officer	1 Easton Oval			Columbus	ОН	43219	
Top 40 Unsecured		Gary G. Brooks, President &							
Creditor	ESSELTE PENDAFLEX	CEO	225 Broadhollow Road, Ste 300			MELVILLE	NY	11747	
Top 40 Unsecured									
Creditor	FLEETWOOD GROUP INC	Doug Ruch, CEO	11832 James Street			Holland	MI	49424	
Collateral Agent to the									
ABL Facility	General Electric Capital Corporation	Jeffre S Kolke	500 W Monroe			Chicago	IL	60661	
Collateral Agent to the									
ABL Facility	General Electric Capital Corporation	Kai Sorenson, VP	500 W Monroe			Chicago	IL	60661	
Counsel to the agent									
under the Debtors' ABL									
facility/Counsel to Wells									
Fargo Capital Finance, LLC	Goldberg Kohn LTD	Attn: Jeremy M Downs	55 East Monroe St Ste 3300			Chicago	IL	60603-5792	
Counsel to the agent		Aun. Jereniy M Downs	55 East Monitoe St Ste 3300			Chicago	IL	60603-5792	
under the Debtors' ABL									
facility/Counsel to Wells									
Fargo Capital Finance,									
LLC	Goldberg Kohn LTD	Attn: Keith Radner	55 East Monroe St Ste 3300			Chicago	IL	60603-5792	
Counsel to the agent							1		
under the Debtors' ABL									
facility/Counsel to Wells									
Fargo Capital Finance,									
LLC	Goldberg Kohn LTD	Attn: Randall L Klein	55 East Monroe St Ste 3300			Chicago	IL	60603-5792	
Top 40 Unsecured									
Creditor	INTERIOR CONCEPTS CORP	Attn Director or Officer	18525 Trimble Court			SPRING LAKE	MI	49456	
The Internal Revenue		Centralized Insolvency							
Service	Internal Revenue Service	Operation	2970 Market St			Philadelphia	PA	19104	
The Internal Revenue									
Service	Internal Revenue Service	Insolvency Section	31 Hopkins Plz Rm 1150			Baltimore	MD	21201	

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Top 40 Unsecured									
Creditor	JACK RICHESON AND CO INC	Jack Richeson, Owner	557 Marcella Street			KIMBERLY	WI	54136	
Top 40 Unsecured		,							
Creditor	KC BIN AND EQUIPMENT	Attn Director or Officer	Vaughn Storage Systems	6704 W 19th St		LUBBOCK	тх	79407	
Counsel to United Parcel			·g. · · · · · · · · · · · · · · · ·						
Service, Inc.	King & Spalding LLP	Jonathan W Jordan	1180 Peachtree St NE			Atlanta	GA	30309	
Top 40 Unsecured		Etienne Veber, President &				Allanta	OA	50505	
Creditor	LEARNING RESOURCES INC	CEO	380 N. Fairway Drive			VERNON HILLS	п	60061	
Counsel to Dallas	Linebarger Goggan Blair & Sampson	CEO	Soo N. Taliway Dilve			VERNONTHEES		00001	
County		Elizabeth Weller	2323 Bryan St Ste 1600			Dallas	тх	75201	
	LLF		2323 BIyan St Ste 1600			FARMINGTON	17	75201	
Top 40 Unsecured	1 0010 11 10	Tama Eland, Danaidant	OAFOF WATER HALF DI					10004 0050	
Creditor	LOGICALIS	Terry Flood, President	34505 W Twelve Mile Rd			HILLS	MI	48331-3259	
Top 40 Unsecured									
Creditor	LYVE MEDIA LLC	Attn Director or Officer	15 Locust Street, Suite 5			HAVERHILL	MA	01830-7015	
Counsel to the County of		-							
	McCreary Veselka Bragg & Allen PC	Lee Gordon	PO Box 1269			Round Rock	ТΧ	78680	
Top 40 Unsecured									
Creditor	MELISSA AND DOUG LLC	Attn Director or Officer	141 Danbury Rd			WILTON	СТ	06897	
Top 40 Unsecured									
Creditor	MOORECO INC	Greg Moore, CEO	2885 Lorraine Avenue			Temple	ТΧ	76501	
Top 40 Unsecured	MORNING SOUND INDUSTRIES CO.,								
Creditor	LTD	Attn Director or Officer	423, Pao Tai Rd	Chien Chen Dist		Kaohsiung		00806	Taiwan
Counsel to United Parcel									
Service, Inc.	Morris James LLP	Stephen M Miller	500 Delaware Ave Ste 1500	PO Box 2306		Wilmington	DE	19801	
Top 40 Unsecured						Ť			
Creditor	NATIONAL PUBLIC SEATING CORP	Barry Stauber, President	149 Entin Road			Clifton	NJ	07014	
The United States	Office of the United States Trustee	,							
Trustee	Delaware	Juliet Sarkessian	844 King St Ste 2207	Lockbox 35		Wilmington	DE	19899-0035	
DE AG Office	Office of the US Attorney General	Joseph R. Biden III	Carvel State Office Building	820 N French St		Wilmington	DE	19801	
Top 40 Unsecured			earrer etate errice Parairig			g.co.			
Creditor	PACON CORPORATION	Jim Schmitz, CEO	2525 N. Casaloma Drive			Appleton	wi	54913-8865	
Top 40 Unsecured						Appleton	**1	04010 0000	
Creditor	PAN PACIFIC SOURCING LLC	Brian McKay, Officer	481 Great Plain Avenue			Needham	МА	02492-3728	
	PAIN PACIFIC SOURCING LLC	Bhan McKay, Officer	461 Great Flain Avenue			Neeunam	IVIA	02492-3720	
Top 40 Unsecured		Atta Discatos as Offices						50000	
Creditor	QUAD GRAPHICS INC	Attn Director or Officer	N61 W23044 HARRYS WAY			SUSSEX	WI	53089	
Counsel to Wells Fargo				<b>.</b>					
Capital Finance LLC	Richards Layton & Finger PA	Paul N Heath	One Rodney Square	920 North King Street		Wilmington	DE	19801	
Counsel to Wells Fargo									
Capital Finance LLC	Richards Layton & Finger PA	Zachary I Shapiro	One Rodney Square	920 North King Street		Wilmington	DE	19801	
Interested Party	Riverside Claims LLC		PO Box 626	Planetarium Station		New York	NY	10024	
Top 40 Unsecured									
Creditor	ROSELLE PAPER INC	Samuel Lefkovits, President	615 E 1st Avenue			ROSELLE	NJ	07203-1562	
Top 40 Unsecured									
Creditor	SANDUSKY LEE CORP	Attn Director or Officer	75 Park Ave			Littlestown	PA	17340	
Top 40 Unsecured									
Creditor	SANFORD LP	Howard C Heckes, CEO	2707 Butterfield Road # 130			Oak Brook	IL	60523-1278	
Top 40 Unsecured									
Creditor	SARGENT ART	Tom Hudak, CEO	100 East Diamond Avenue			HAZLETON	PA	18201	
							···		
SEC Regional Office	Securities & Exchange Commission	Daniel M Hawke Regional Dir	The Mellon Independence Ctr	701 Market St		Philadelphia	PA	19106-1532	
	Coounies & Exchange Commission	George S Canellos Regional	The Mellon Independence Cli	I UT MAINEL UL				13100-1332	
SEC NV Degional Office	Securities & Exchange Commission	Dir	3 World Financial Center Ste 400			Now York	NY	10281-1022	
	Secondes & Exchange Commission		15 WORD FINANCIAL CENTER STE 400	1		New York	UNT	10201-1022	
SEC Headquarters		Secretary Of The Treasury	100 F St Ne			Washington		20549	

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Top 40 Unsecured									
Creditor	SP RICHARDS CO	Wayne Beachman, CEO	6300 Highlands Pkwy			SMYRNA	GA	30082	
Counsel to the Texas									
Comptroller of Public		Jay W Hurst, Assistant							
Accounts	Texas Comptroller of Public Accounts	Attorney General	Bankruptcy & Collections Division	PO BOX 12548		Austin	ТΧ	78711-2548	
Top 40 Unsecured		Richard K. Templeton,							
Creditor	TEXAS INSTRUMENTS INC	President & CEO	12500 Ti Boulevard			DALLAS	ТΧ	75243-0592	
Top 40 Unsecured									
Creditor	THE PEABODY ORLANDO	Attn Director or Officer	9801 International Drive			ORLANDO	FL	32819	
Counsel to Logicalis,		Frederick B Rosner & Scott J							
Inc.	The Rosner Law Group LLC	Leonhardt	824 N Market St Ste 810			Wilmington	DE	19801	
Top 40 Unsecured						Ť			
Creditor	UPS	D. Scott Davis, CEO	55 Glenlake Parkway NE			Atlanta	GA	30328	
		Charles Oberly c/o Ellen							
US Attorneys Office	US Attorney for Delaware	Slights	1007 Orange St Ste 700	PO Box 2046		Wilmington	DE	19899-2046	
Counsel to Logicalis,						-			
Inc.	Warner Norcross & Judd LLP	Dennis W Loughlin	2000 Town Center Ste 2700			Southfield	MI	48075	
Top 40 Unsecured									
Creditor	WB MANUFACTURING	Steve Burgess, President	507 E Grant Street			THORP	WI	54771-9662	
Agent to the ABL Facility	Wells Fargo Capital Finance, LLC, as	Account Manager - School							
(UCC)	Administrative Agent	Specialty	111 S Wacker Dr, Ste 3000			Chicago	IL	60606	
· ·	Wells Fargo Capital Finance, LLC, as	Account Manager - School				-			
Agent to the ABL Facility	Administrative Agent	Specialty	150 S Wacker Dr, Ste 2200			Chicago	IL	60606	
-	Wells Fargo Capital Finance, LLC, as					-			
Agent to the ABL Facility	Administrative Agent	Attn Laura Nickas	150 S Wacker Dr, Ste 2200	MAC N2814-220		Chicago	IL	60606-4204	
	Wells Fargo Capital Finance, LLC, as					-			
Agent to the ABL Facility	Administrative Agent	Attn Steve Linderman	150 S Wacker Dr, Ste 2200	MAC N2814-220		Chicago	IL	60606-4204	
Counsel to Collateral									
Agent to the ABL Facility	Winston & Strawn LLP	Attn: Kevin M Ryan	35 Wacker Dr			Chicago	IL	60601	

# Exhibit B

## Case 13-10125-KJC Doc 443 Filed 03/04/13 Page 10 of 14

PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Top 40 Unsecured									
Creditor	3M	Inge G Thulin, CEO	3M Corporate Headquarters	3M Center		St Paul	MN	55144-1000	
Top 40 Unsecured									
Creditor	A T CLAYTON AND CO	Benjamin G Soule, CFO/COO	300 Atlantic Street, 7th Fl			STAMFORD	СТ	06901-3513	
Top 40 Unsecured		-							
Creditor	ACCO BRANDS USA LLC	Attn Director or Officer	300 Tower Parkway			LINCOLNSHIRE	IL	60069-3665	
Counsel to Dixon									
Ticonderoga Company	Akerman Senterfitt	Sundeep S Sidhu	420 S Orange Ave Ste 1200			Orlando	FL	32801-4904	
Counsel to the agent			-						
under the Debtors' Term									
Loan									
Agreement/Counsel to									
Bayside Finance, LLC									
and Bayside School				Bank of America					
Specialty, LLC	Akin Gump Strauss Hauer & Feld LLP	Attn: Meredith Lahaie	One Bryant Park	Tower		New York	NY	10036-6745	
Counsel to the agent									
under the Debtors' Term									
Loan									
Agreement/Counsel to									
Bayside Finance, LLC									
and Bayside School				Bank of America					
Specialty, LLC	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael Stamer	One Bryant Park	Tower		New York	NY	10036-6745	
Counsel to Bayside	· · ·								
Finance, LLC and									
Bayside School				Bank of America					
Specialty, LLC	Akin Gump Strauss Hauer & Feld LLP	Lindsay Zahradka	One Bryant Park	Tower		New York	NY	10036-6745	
Top 40 Unsecured	· · · ·								
Creditor	AMERICAN ART CLAY CO INC	Bill Berry, President	6060 Guion Road			INDIANAPOLIS	IN	46254	
Top 40 Unsecured	AMERICAN PAPER CONVERTERS								
Creditor	INC	Attn Director or Officer	570 Bondow Dr			Neenah	WI	54956	
Top 40 Unsecured									
Creditor	ARTCO-BELL CORP	Bob Bishop, CEO	1302 Industrial Boulevard			TEMPLE	тх	76504	
Counsel for the ad hoc		•							
group of convertible									
debenture									
holders/Counsel to the									
Steering Committee of									
School Specialty, Inc.									
3.75% Convertible									
Subordinated Notes Due									
2026	Baker & Mckenzie LLP	Attn: Carmen Lonstein	300 East Randolph St Ste 5000			Chicago	IL	60601	
Counsel for the ad hoc									
group of convertible									
debenture									
holders/Counsel to the									
Steering Committee of									
School Specialty, Inc.									
3.75% Convertible									
Subordinated Notes Due									
2026	Baker & Mckenzie LLP	Attn: Erin E Broderick	300 East Randolph St Ste 5000			Chicago	IL	60601	

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Counsel for the ad hoc									
group of convertible									
debenture									
holders/Counsel to the									
Steering Committee of									
School Specialty, Inc.									
3.75% Convertible									
Subordinated Notes Due			200 Fast Bandalah Ot Ota 5000			Ohiaaaa		00004	
2026	Baker & Mckenzie LLP	Attn: Shima S Roy	300 East Randolph St Ste 5000			Chicago	IL	60601	
Top 40 Unsecured									
Creditor	BALLS R US CO LTD	Mr. Chia-Liang Chen	No 3/6 MOO 9	Phuthamonthon 7 RD	Tatalard, Sampran	Nakornpathom		73110	Thailand
The indenture trustee for									
the Debtors' convertible									
debentures	Bank of New York Mellon	As Indenture Trustee	One Wall Street			New York	NY	10286	
The indenture trustee for	-								
the Debtors' convertible									
debentures	Bank of New York Mellon	Mary Callahan, Vice President	2 N LaSalle St Ste 1020			Chicago	IL	60602	
Top 40 Unsecured	BANK OF NEW YORK MELLON			2 N. LaSalle Street,					
Creditor	TRUST COMPANY N.A.	Corporate Trust Administrator	As Indenture Trustee	Suite 1020		Chicago	IL	60602	1
Counsel to Mead									
Products LLC and									
ACCO Brands									
Corporation	Barnes & Thornburg LLP	David Powlen	1000 N W St Ste 1500			Wilmington	DE	19801	
Counsel to Mead	Dames & momburg EE					winnington	DL	13001	
Products LLC and									
ACCO Brands						ol :			
Corporation	Barnes & Thornburg LLP	John T Gregg	One Noth Wacker Dr Ste 4400			Chicago	IL	60606	
Counsel to Mead									
Products LLC and									
ACCO Brands									
Corporation	Barnes & Thornburg LLP	Kevin G Collins	1000 N W St Ste 1500			Wilmington	DE	19801	
Counsel to Mead									
Products LLC and									
ACCO Brands									
Corporation	Barnes & Thornburg LLP	Paula K Jacobi	One Noth Wacker Dr Ste 4400			Chicago	IL	60606	
						, i i i i i i i i i i i i i i i i i i i			
Agent to the Term Loan	Bayside Finance, LLC, as Agent	c/o Bayside Capital Inc.	Attn Jackson Craig	600 Fifth Ave. 24th Fl		New York	NY	10020	
Counsel to the Steering	,,,,,								1
Committee of School									
Specialty, Inc. 3.75%									
Convertible						]			1
Subordinated Notes Due						]			1
		Ion Connor Differente	800 N King Street	DO Boy 2105		W/ilmington	DE	10901	
2026	Bifferato LLC	Ian Connor Bifferato	800 N King Street	PO Box 2165		Wilmington	DE	19801	
Counsel to the Steering						]			1
Committee of School						]			1
Specialty, Inc. 3.75%						]			1
Convertible									
Subordinated Notes Due						]			1
2026	Bifferato LLC	Thomas F Driscoll III	800 N King Street	PO Box 2165		Wilmington	DE	19801	
Top 40 Unsecured									
Creditor	BRETFORD MFG	Chris Petrick, CEO	11000 Seymour Avenue			Franklin Park	IL	60131	
Top 40 Unsecured			-						
Creditor	CARPETS FOR KIDS INC	Jeff Fagen, Owner	115 S.E. 9th Ave.			Portland	OR	97214	
Top 40 Unsecured		John P. Wiehoff, President &					2		
Creditor	CH ROBINSON	CEO	14701 Charlson Road			EDEN PRAIRIE	MN	55347	
Cicultor					1			00041	1

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
Term Lender	СІТ	ATTN GREG GARBUZ	TWO LINCOLN CENTRE	5420 LBJ FREEWAY, SUITE 200		DALLAS	тх	75240	
				5420 LBJ FREEWAY,					
Term Lender	CIT	ATTN NEAL T. LEGAN	TWO LINCOLN CENTRE	SUITE 200		DALLAS	ТΧ	75240	
Top 40 Unsecured Creditor	COPERNICUS EDUCATIONAL PRODUCTS	Attn Director or Officer	4210 Plain Center Ave NE			Canton	ОН	44714	
Top 40 Unsecured									
Creditor Top 40 Unsecured	Copernicus Educational Products		PMB #459 60 Industrial Pkwy			Cheektowaga	NY	14227	
Creditor	Copernicus Educational Products		8194 County Rd 109			Arthur	ON	N0G 1A0	Canada
Top 40 Unsecured									
Creditor	CRAYOLA LLC	Mike Perry, CEO	1100 Church Ln			Easton	PA	18044	
Interested Party	Crayola LLC	Morgan Whitebread, Manager,	1100 Church Ln			Easton	PA	18044	
Top 40 Unsecured	DAKLIN ELECTRONICS CO., LTD		Unit D, 1/F., Valiant Industrial	2-12 Au Pui Wan					
Creditor	1026	Attn Director or Officer	Centre	Street		Fotan	Shatin		Hong Kong
US DOJ	Delaware Dept of Justice	Attn Bankruptcy Dept	820 N French St 6th Fl			Wilmington	DE	19801	
		Division of Corporations							
DE Secretary of State	Delaware Secretary of State	Franchise Tax	401 Federal Street	PO Box 898		Dover	DE	19903	
DE State Treasury	Delaware State Treasury		820 Silver Lake Blvd., Suite 100			Dover	DE	19904	
Top 40 Unsecured									
Creditor	DIXON TICONDEROGA CO	Tim Gomez, CEO	195 International Parkway			HEATHROW	FL	32746	
Top 40 Unsecured									
Creditor	ELMERS PRODUCTS INC	Attn Director or Officer	1 Easton Oval			Columbus	OH	43219	
Top 40 Unsecured		Gary G. Brooks, President &							
Creditor	ESSELTE PENDAFLEX	CEO	225 Broadhollow Road, Ste 300			MELVILLE	NY	11747	
Top 40 Unsecured									
Creditor	FLEETWOOD GROUP INC	Doug Ruch, CEO	11832 James Street			Holland	MI	49424	
Collateral Agent to the									
ABL Facility	General Electric Capital Corporation	Jeffre S Kolke	500 W Monroe			Chicago	IL	60661	
Collateral Agent to the									
ABL Facility	General Electric Capital Corporation	Kai Sorenson, VP	500 W Monroe			Chicago	IL	60661	
Counsel to the agent under the Debtors' ABL facility/Counsel to Wells Fargo Capital Finance,									
LLC	Goldberg Kohn LTD	Attn: Jeremy M Downs	55 East Monroe St Ste 3300			Chicago	IL	60603-5792	
Counsel to the agent under the Debtors' ABL facility/Counsel to Wells						Cinicago			
Fargo Capital Finance, LLC	Goldberg Kohn LTD	Attn: Keith Radner	55 East Monroe St Ste 3300			Chicago	IL	60603-5792	
Counsel to the agent under the Debtors' ABL facility/Counsel to Wells									
Fargo Capital Finance, LLC	Goldberg Kohn LTD	Attn: Randall L Klein	55 East Monroe St Ste 3300			Chicago	IL	60603-5792	
Top 40 Unsecured	-					-			
Creditor	INTERIOR CONCEPTS CORP	Attn Director or Officer	18525 Trimble Court			SPRING LAKE	MI	49456	
The Internal Revenue		Centralized Insolvency							
Service	Internal Revenue Service	Operation	2970 Market St			Philadelphia	PA	19104	
The Internal Revenue		1					1		
Service	Internal Revenue Service	Insolvency Section	31 Hopkins Plz Rm 1150			Baltimore	MD	21201	

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2 ADDRES	SS 3 CIT	Y STA	TE ZIP	COUNTRY
Top 40 Unsecured								
Creditor	JACK RICHESON AND CO INC	Jack Richeson, Owner	557 Marcella Street		KIMBERI	Y WI	54136	
Top 40 Unsecured								
Creditor	KC BIN AND EQUIPMENT	Attn Director or Officer	Vaughn Storage Systems	6704 W 19th St	LUBBOC	к тх	79407	
Counsel to United Parcel								
Service, Inc.	King & Spalding LLP	Jonathan W Jordan	1180 Peachtree St NE		Atlanta	GA	30309	
Top 40 Unsecured		Etienne Veber, President &						
Creditor	LEARNING RESOURCES INC	CEO	380 N. Fairway Drive		VERNON	HILLS IL	60061	
Counsel to Dallas	Linebarger Goggan Blair & Sampson							
County	LLP	Elizabeth Weller	2323 Bryan St Ste 1600		Dallas	тх	75201	
Top 40 Unsecured					FARMIN	GTON		
Creditor	LOGICALIS	Terry Flood, President	34505 W Twelve Mile Rd		HILLS	MI	48331-3259	
Top 40 Unsecured								
Creditor	LYVE MEDIA LLC	Attn Director or Officer	15 Locust Street, Suite 5		HAVERH	ILL MA	01830-7015	
Counsel to the County of	-							
Milam, Texas	McCreary Veselka Bragg & Allen PC	Lee Gordon	PO Box 1269		Round R	ock TX	78680	
Top 40 Unsecured								
Creditor	MELISSA AND DOUG LLC	Attn Director or Officer	141 Danbury Rd		WILTON	СТ	06897	
Top 40 Unsecured								
Creditor	MOORECO INC	Greg Moore, CEO	2885 Lorraine Avenue		Temple	тх	76501	
Top 40 Unsecured	MORNING SOUND INDUSTRIES CO.,							
Creditor	LTD	Attn Director or Officer	423, Pao Tai Rd	Chien Chen Dist	Kaohsiur	a	00806	Taiwan
Counsel to United Parcel			120,1 00 10110		r ta on or a	9		raman
Service, Inc.	Morris James LLP	Stephen M Miller	500 Delaware Ave Ste 1500	PO Box 2306	Wilmingt	on DE	19801	
					g.			
Counsel to Cravola LLC	Morris Nichols Arsht & Tunnell LLP	Erin R Fay	1201 N Market St	PO Box 1347	Wilmingt	on DE	19801	
		Emriting			winninge		15001	
Counsel to Cravola I I C	Morris Nichols Arsht & Tunnell LLP	Gregory W Werkheiser	1201 N Market St	PO Box 1347	Wilmingt	on DE	19801	
Top 40 Unsecured					wiiningo		15001	
Creditor	NATIONAL PUBLIC SEATING CORP	Barry Stauber, President	149 Entin Road		Clifton	NJ	07014	
The United States	Office of the United States Trustee	Darry Glauber, Fresident			Ointoin	110	07014	
Trustee	Delaware	Juliet Sarkessian	844 King St Ste 2207	Lockbox 35	Wilmingt	on DE	19899-0035	
	Office of the US Attorney General	Joseph R. Biden III	Carvel State Office Building	820 N French St	Wilmingt		19801	
Top 40 Unsecured	Chice of the 65 Attorney General	Joseph R. Diden III	Carver State Onice Building	620 NT Tench St	wiiningo		13001	
Creditor	PACON CORPORATION	Jim Schmitz, CEO	2525 N. Casaloma Drive		Appleton	wi	54913-8865	
Top 40 Unsecured		Sim Schinitz, CEO	2323 N. Casalonia Drive		Appleton	VVI	34313-0003	
Creditor	PAN PACIFIC SOURCING LLC	Brian McKay, Officer	481 Great Plain Avenue		Needhan	MA	02492-3728	
Top 40 Unsecured		Bhan McRay, Onicer	401 Ofeat Fiain Avenue		Neeunan		02432-3720	
Creditor	QUAD GRAPHICS INC	Attn Director or Officer	N61 W23044 HARRYS WAY		SUSSEX	wi	53089	
Creditor		Aut Director of Officer	NOT W23044 HARRES WAT		0000LA	~~1	55005	
Counsel to Wells Fargo								
Couriser to weils Fargo	Richards Layton & Finger PA	Paul N Heath	One Rodney Square	920 North King Street	Wilmingt	on DE	19801	
Capital Finalice LLC	Nonarus Layion & FILIYEL FA		One rouney Square		vviirningt		19001	
Counsel to Wells Fargo								
0	Richards Layton & Finger PA	Zachary I Shapiro	One Rodney Square	920 North King Street	Wilmingt	on DE	19801	
Interested Party	Riverside Claims LLC		PO Box 626	Planetarium Station	New Yorl		10024	
Top 40 Unsecured					INEW TOD		10024	
	ROSELLE PAPER INC	Samuel Lefkovits, President	615 E 1st Avenue		ROSELL	E NJ	07203-1562	
Top 40 Unsecured	NUGELLE FAFEN INU		OTO E TSLAVENUE	+	RUSELL		01203-1502	
		Atta Director or Officer	75 Bork Ave		l ittlastau	n DA	17240	
Creditor	SANDUSKY LEE CORP	Attn Director or Officer	75 Park Ave		Littlestow	n PA	17340	
Top 40 Unsecured			2707 Dutterfield Desid # 400			. I.	00500 4070	
Creditor	SANFORD LP	Howard C Heckes, CEO	2707 Butterfield Road # 130		Oak Broo	k IL	60523-1278	
Top 40 Unsecured		Tara Ukudaki 050					10001	
Creditor	SARGENT ART	Tom Hudak, CEO	100 East Diamond Avenue		HAZLET	DN PA	18201	

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PARTY DESCRIPTION	COMPANY	CONTACT	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	STATE	ZIP	COUNTRY
SEC Regional Office	Securities & Exchange Commission	Daniel M Hawke Regional Dir	The Mellon Independence Ctr	701 Market St		Philadelphia	PA	19106-1532	
SEC Regional Office	Securities & Exchange Commission	George S Canellos Regional	The Mellon Independence Cli	TOT WARKELOL		Tilladelpfila		19100-1332	
SEC NY Regional Office	Securities & Exchange Commission	Dir	3 World Financial Center Ste 400			New York	NY	10281-1022	
SEC Headquarters	Securities & Exchange Commission	Secretary Of The Treasury	100 F St Ne			Washington		20549	
Top 40 Unsecured	Cecunites & Exchange Commission	becievally of the freasury	loor othe			washington	00	20040	
	SP RICHARDS CO	Wayne Beachman, CEO	6300 Highlands Pkwy			SMYRNA	GA	30082	
Counsel to the Texas		Wayne Deachman, CLO	0300 Flighlands F Kwy			OWITINA	07	30002	
Comptroller of Public		Jay W Hurst, Assistant							
Accounts	Texas Comptroller of Public Accounts	Attorney General	Bankruptcy & Collections Division	PO BOX 12548		Austin	тх	78711-2548	
Top 40 Unsecured		Richard K. Templeton,	Bankrupicy & Collections Division	1 0 DOX 12040		Austin		707112040	
Creditor	TEXAS INSTRUMENTS INC	President & CEO	12500 Ti Boulevard			DALLAS	тх	75243-0592	
Top 40 Unsecured						DALLAO		10240 0002	
Creditor	THE PEABODY ORLANDO	Attn Director or Officer	9801 International Drive			ORLANDO	FL	32819	
Counsel to Logicalis,		Frederick B Rosner & Scott J				OREARDO	1.5	52015	
Inc.	The Rosner Law Group LLC	Leonhardt	824 N Market St Ste 810			Wilmington	DE	19801	
Top 40 Unsecured		Econnarat				Winnington		10001	
Creditor	UPS	D. Scott Davis, CEO	55 Glenlake Parkway NE			Atlanta	GA	30328	
		Charles Oberly c/o Ellen				, maina	0,1	00020	
US Attorneys Office	US Attorney for Delaware	Slights	1007 Orange St Ste 700	PO Box 2046		Wilmington	DE	19899-2046	
Counsel to Logicalis,			g						
Inc.	Warner Norcross & Judd LLP	Dennis W Loughlin	2000 Town Center Ste 2700			Southfield	МІ	48075	
Top 40 Unsecured									
Creditor	WB MANUFACTURING	Steve Burgess, President	507 E Grant Street			THORP	WI	54771-9662	
Agent to the ABL Facility	Wells Fargo Capital Finance, LLC, as	Account Manager - School							
(UCC)	Administrative Agent	Specialty	111 S Wacker Dr, Ste 3000			Chicago	IL	60606	
	Wells Fargo Capital Finance, LLC, as	Account Manager - School	,			Ŭ			
Agent to the ABL Facility	Administrative Agent	Specialty	150 S Wacker Dr, Ste 2200			Chicago	IL	60606	
· · · · · · · · · · · · · · · · · · ·	Wells Fargo Capital Finance, LLC, as		,			Ŭ,			
Agent to the ABL Facility	Administrative Agent	Attn Laura Nickas	150 S Wacker Dr, Ste 2200	MAC N2814-220		Chicago	IL	60606-4204	
- /	Wells Fargo Capital Finance, LLC, as					-			
Agent to the ABL Facility	Administrative Agent	Attn Steve Linderman	150 S Wacker Dr, Ste 2200	MAC N2814-220		Chicago	IL	60606-4204	
Counsel to Collateral									
Agent to the ABL Facility	Winston & Strawn LLP	Attn: Kevin M Ryan	35 Wacker Dr			Chicago	IL	60601	