

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

SCHOOL SPECIALTY, INC., *et al.*,¹
Debtors.

Chapter 11

Case No. 13-10125 (KJC)

Jointly Administered

Confirmation Hearing: May 20, 2013 at 1:30 p.m. (ET)

Confirmation Obj. Deadline: May 16, 2013 at 4:00 p.m. (ET)

NOTICE OF FILING OF ABL EXIT FACILITY DOCUMENTS

PLEASE TAKE NOTICE that on May 9, 2013, the above captioned debtors and debtors-in-possession (the “Debtors”) filed the Plan Supplement² [Docket No. 1026] as provided for in the Plan and, on May 15, 2013, filed the First Amendment to the Plan Supplement [Docket No. 1044].

PLEASE TAKE FURTHER NOTICE that included among the documents filed as part of the Plan Supplement were the following documents related to the Debtors’ ABL Exit Facility (collectively, the “ABL Exit Facility Documents”):

- Redacted Commitment Letter dated May 13, 2013 among Merrill Lynch, Pierce, Fenner & Smith Incorporated, Bank of America, N.A., SunTrust Robinson Humphrey, Inc., and SunTrust Bank (collectively, the “Committed Lenders”) and School Specialty, Inc., along with the Summary of Terms and Conditions attached thereto as Exhibit A (the “Commitment Letter”)³
- Redacted Underwriting Fee Letter
- Redacted Agency Fee Letter

PLEASE TAKE FURTHER NOTICE that in connection with confirmation of the Plan, and as part of the Confirmation Order, the Debtors, among other things, will be requesting that the Bankruptcy Court approve and ratify the Debtors’ obligations under the ABL Exit Facility

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.

² Capitalized terms used herein and not defined herein shall have the meanings ascribed to such terms in the Debtors’ Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated April 23, 2013 [Docket No. 862] (the “Plan”).

³ The Debtors will file a motion seeking authority to file un-redacted copies of the Commitment Letter, the Agency Fee Letter and the Underwriting Fee Letter under seal (“Sealing Motion”).



Documents, including, without limitation, authorizing the Debtors (i) to enter into and perform under the ABL Exit Facility Documents, (ii) to enter into such other documents and take such other actions as may be reasonably required to consummate the ABL Exit Facility, and (iii) to pay all fees, expenses and other amounts contemplated to be paid under the terms of the ABL Exit Facility Documents.⁴

PLEASE TAKE FURTHER NOTICE, that as previously noticed, the Confirmation Hearing has been scheduled for May 20, 2013 at 1:30 p.m. and the deadline for parties in interest to file objections to confirmation of the Plan is May 16, 2013 at 4:00 p.m.

Dated: May 15, 2013

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Pursuant to this Court's "Order Authorizing the Debtors to Enter Into Expense Letters (A) To Provide Expense Deposits to Reimburse Costs in Connection with Exit Financing, and (B) Provide Related Indemnities Thereunder" [Docket No. 785] (the "April 10 Order"), the Debtors were previously authorized to enter into an "expense deposit letter" and pay certain expenses of and provide indemnification to the lenders who are party to the ABL Exit Facility Documents, including under circumstances where such exit financing facility is not entered into or funded. Amounts set forth in the Commitment Letter, Agency Fee Letter and the Underwriting Fee Letter, including any fees expenses and other amounts to be paid in under the ABL Exit Facility Documents are additional to amounts authorized pursuant to the April 10 Order.