

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

Re: Docket Nos. 862, 864, 931, 1026, 1044, 1056 &
1099

**NOTICE OF FILING OF FOURTH AMENDED SUPPLEMENT TO
DEBTORS' AMENDED JOINT PLAN OF REORGANIZATION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

PLEASE TAKE NOTICE that, on April 23, 2013, the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") filed the *Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 862] (the "Plan") and related *Disclosure Statement for Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 864] (the "Disclosure Statement").²

PLEASE TAKE FURTHER NOTICE that, on April 24, 2013, the Debtors filed the *Notice of Filing of Solicitation Version of Disclosure Statement for Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 931] (the "Revised Disclosure Statement").

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 All terms not otherwise defined herein shall be given the meanings ascribed to them in the Plan.



PLEASE TAKE FURTHER NOTICE that, on May 9, 2013, the Debtors filed the *Notice of Filing of Supplement to Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 1026] (the "Plan Supplement").

PLEASE TAKE FURTHER NOTICE that, on May 15, 2013, the Debtors filed the *Notice of Filing of First Amended Supplement to Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 1044] (the "First Amended Plan Supplement").

PLEASE TAKE FURTHER NOTICE that, on May 15, 2013, the Debtors filed the *Notice of Filing of Second Amended Supplement to Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 1056] (the "Second Amended Plan Supplement").

PLEASE TAKE FURTHER NOTICE that, on May 17, 2013, the Debtors filed the *Notice of Filing of Third Amended Supplement to Debtors' Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. 1099] (the "Third Amended Plan Supplement").

PLEASE TAKE FURTHER NOTICE that the Plan Supplement is hereby amended (the "Fourth Amended Plan Supplement," and together with the Plan Supplement, the First Amended Plan Supplement, the Second Amended Plan Supplement and the Third Amended Plan Supplement, the "Plan Supplements") with respect to the following exhibits:³

Exhibit A: Summary of Proposed Reincorporation Transactions and other Implementation Steps for School Specialty, Inc.

³ The Debtors expressly reserve the right, at any time prior to the Effective Date, to supplement, modify or amend the Plan Supplements. Defined terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

PLEASE TAKE FURTHER NOTICE that any holder of Claims or Equity Interests who would like to receive copies of any of the exhibits contained in this Fourth Amended Plan Supplement may receive a copy by contacting Troy Bollman at (302) 573-7796 or tbollman@ycst.com. In addition, copies may also be obtained (a) for a fee through the website of the United States Bankruptcy Court for the District of Delaware, <https://ecf.deb.uscourts.gov>, or (b) free of charge through the website established by the Claims Agent for the Debtors' Chapter 11 Cases at www.kccllc.net/SchoolSpecialty.

Dated: May 22, 2013
Wilmington, Delaware

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EXHIBIT A

**Summary of Proposed Reincorporation Transactions and other
Implementation Steps for School Specialty, Inc.**

**SUMMARY OF PROPOSED REINCORPORATION TRANSACTIONS
AND OTHER IMPLEMENTATION STEPS FOR
SCHOOL SPECIALTY, INC.**

Reincorporation Transactions

In connection with the emergence from bankruptcy of School Specialty, Inc. (the “Corporation”), certain transactions substantially as described below will be implemented for the purpose of reincorporating the Corporation as a Delaware corporation, in connection with the *Debtors’ Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the “Plan”) of School Specialty, Inc., a Wisconsin corporation (“SSI-WI”), filed with the United States Bankruptcy Court for the District of Delaware:

1. SSI-WI will cause a new wholly-owned subsidiary, to be named School Specialty, Inc. (“SSI-DE”), to be formed under the General Corporation Law of the State of Delaware, shortly before the Effective Date of the Plan, by filing a certificate of incorporation with the Secretary of State of the State of Delaware.
2. Certain officers of SSI-WI will be appointed as the initial directors and officers of SSI-DE.
3. SSI-DE will issue shares of its common stock to SSI-WI for consideration of \$100.
4. SSI-DE and SSI-WI will enter into an agreement and plan of merger, in accordance with Chapter 180 of the Wisconsin Statutes and the General Corporation Law of the State of Delaware, providing for SSI-WI to merge with and into SSI-DE on the Effective Date, so that SSI-WI’s separate corporate existence will cease and SSI-DE will be the surviving corporation.
5. On the Effective Date, as provided in the Plan, all outstanding capital stock of SSI-WI will be cancelled and SSI-DE will issue shares of common stock as specified under the Plan.
6. On or about the Effective Date, SSI-DE will file a certificate of merger with the Secretary of State of the State of Delaware and articles of merger with the Secretary of State of the State of Wisconsin (and possibly with one or more other governmental authorities), thus consummating the merger of SSI-WI into SSI-DE, and all capital stock of SSI-DE owned by SSI-WI will be cancelled.
7. Any foreign qualifications currently in effect for SSI-WI will be amended or withdrawn, and new foreign qualifications will be filed with respect to SSI-DE, in each case to the extent necessary and consistent with the merger of SSI-WI with and into SSI-DE.

Continuation of SEC Reporting and Shareholders Agreement

Notwithstanding anything set forth in the Plan, it is now anticipated that (a) SSI-DE will continue to be a SEC reporting company until such time as the board of directors of SSI-DE determines otherwise, and (b) the shareholders of SSI-DE will not be subject to any shareholders agreement.