B1 (Official Form 1) (12/11)

UNITED STATES BANKRUPTCY COURT District of Delaware	VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): ClassroomDirect.com, LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Schedule 1 attached hereto	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 47-0892425	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): W6316 Design Drive Greenville, Wisconsin ZIP CODE 54942	Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: Outagamie County	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP CODE	Mailing Address of Joint Debtor (if different from street address): ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE	

Type of Debtor (Form of Organization) (Check **one** box.)

- ☐ Individual (includes Joint Debtors)
  See Exhibit D on page 2 of this form.
- ☑ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

Nature of Business (Check **one** box.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☑ Other

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check **one** box.)

- ☐ Chapter 7
- ☐ Chapter 9
- ☑ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Chapter 15 Debtors

Country of debtor's center of main interests:

Each country in which a foreign proceeding by, regarding, or against debtor is pending:

Tax-Exempt Entity (Check box, if applicable.)

- ☐ Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).

Nature of Debts (Check **one** box.)

- ☐ Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
- ☑ Debts are primarily business debts.

Filing Fee (Check one box.)

- ☑ Full Filing Fee attached.
- ☐ Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
- ☐ Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors

Check one box:

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☑ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

Check if:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $2,343,300 (*amount subject to adjustment on 4/01/13 and every three years thereafter*).

Check all applicable boxes:

- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information

- ☑ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

☑ 1-49	☐ 50-99	☐ 100-199	☐ 200-999	☐ 1,000-5,000	☐ 5,001-10,000	☐ 10,001-25,000	☐ 25,001-50,000	☐ 50,001-100,000	☐ Over 100,000

Estimated Assets

☑ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☐ More than $1 billion

Estimated Liabilities

☑ $0 to $50,000	☐ $50,001 to $100,000	☐ $100,001 to $500,000	☐ $500,001 to $1 million	☐ $1,000,001 to $10 million	☐ $10,000,001 to $50 million	☐ $50,000,001 to $100 million	☐ $100,000,001 to $500 million	☐ $500,000,001 to $1 billion	☐ More than $1 billion

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Voluntary Petition *(This page must be completed and filed in every case.)*	Name of Debtor(s): ClassroomDirect.com, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)		
Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)		
Name of Debtor: See Schedule 2 attached hereto	Case Number:	Date Filed:
District: District of Delaware	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☑ No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box.)

☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☑ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

_____
(Name of landlord that obtained judgment)

_____
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition *(This page must be completed and filed in every case.)*	Name of Debtor(s): ClassroomDirect.com, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

_____
Telephone Number (if not represented by attorney)

_____
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

_____
(Printed Name of Foreign Representative)

_____
Date

Signature of Attorney*

X Pauline K. Morgan
Signature of Attorney for Debtor(s)
Pauline K. Morgan
Printed Name of Attorney for Debtor(s)
Young Conaway Stargatt & Taylor, LLP
Firm Name
Rodney Square, 1000 North King Street
Wilmington, DE 19801
Address
(302) 571-6600
Telephone Number
1/28/13
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

_____
Printed Name and title, if any, of Bankruptcy Petition Preparer

_____
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

_____
Address

X _____
Signature

_____
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X David N. Vander Ploeg
Signature of Authorized Individual
David N. Vander Ploeg
Printed Name of Authorized Individual
Treasurer
Title of Authorized Individual
1/27/13
Date

SCHEDULE 1 TO VOLUNTARY PETITION

The Debtor has used the following name during the previous 8 years, which include trade names the Debtor has registered with in various states:

Classroom Direct

SCHEDULE 2 TO VOLUNTARY PETITION

AFFILIATED ENTITIES

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filings of these petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

Bird-In-Hand Woodworks, Inc.
Califone International, Inc.
Childcraft Education Corp.
Delta Education, LLC
Frey Scientific, Inc.
Premier Agendas, Inc.
Sax Arts & Crafts, Inc.
Sportime, LLC
School Specialty, Inc.

CONSENT OF SOLE MEMBER

OF

CLASSROOMDIRECT.COM, LLC

The undersigned, being the sole Member of ClassroomDirect.com, LLC, a Delaware limited liability company (the "Company"), hereby consents in writing to the adoption of the following resolutions by action taken without a formal meeting of the Member of the Company or notice thereof:

WHEREAS, the undersigned has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and the educational supply, equipment, curriculum and furniture industry and credit market conditions, and has considered various alternatives in respect of these matters;

WHEREAS, the undersigned has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a case under the provisions of chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

WHEREAS, the undersigned has reviewed and considered the Company's need for financing in connection with a chapter 11 case under the Bankruptcy Code, and has determined that it is in the best interests of the Company, its creditors, and other interested parties, for the Company and certain of its affiliates (collectively, the "Borrowers") to enter into the DIP Credit Agreements (as defined below) and one or more related agreements and amendments thereto with the financial institutions from time to time a party thereto (collectively, as defined below, the "DIP Lenders"), pursuant to which the Borrowers will obtain post-petition debtor-in-possession financing to fund their chapter 11 cases; and

WHEREAS, the undersigned has further determined that it is in the best interests of the Company, its creditors, and other interested parties, for the Company and certain of its affiliates (collectively, the "Sellers") to enter into an Asset Purchase Agreement or one or more other agreements and any amendments thereto (the "APA") with Bayside School Specialty, LLC (the "Purchaser"), pursuant to which the Sellers will sell substantially all of their assets to the Purchaser, subject to certain liabilities, terms and conditions, and subject to the Sellers receiving higher or better offers through a court-supervised auction process pursuant to section 363 of the Bankruptcy Code and in such form as are approved or deemed necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval and determination;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the undersigned, it is desirable and in the best interests of the Company, its creditors, and other interested parties, that a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "Petition") be filed by the Company with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"); and it is further

RESOLVED, that the officers of the Company (collectively, the "Designated Officers"), be and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents, and to cause the Petition to be filed with the Bankruptcy Court, and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all of the petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED that the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss") be, and hereby is, authorized and empowered to represent the Company as chapter 11 co-counsel and to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the chapter 11 case; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Paul Weiss; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway"), be, and hereby is, authorized and empowered to represent the Company, as chapter 11 co-counsel in connection with the chapter 11 case; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that Perella Weinberg Partners LP ("Perella") be, and hereby is, authorized and empowered to represent the Company as its investment banker, with regard to the chapter 11 case; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of Perella; and it is further

RESOLVED, that Alvarez & Marsal North America, LLC ("A&M") be, and hereby is, authorized and empowered to represent the Company as its restructuring advisor, with regard to the chapter 11 case; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of A&M; and it is further

RESOLVED, that Kurtzman Carson Consultants LLC ("KCC") be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the chapter 11 case; and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of KCC; and it is further

RESOLVED that the Designated Officers be, and they hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Designated Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Petition, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

DIP Credit Agreements

RESOLVED, that the Company be, and it hereby is, authorized to enter into that certain Debtor In Possession Credit Agreement or one or more other agreements and any amendments thereto (the "ABL DIP Credit Agreement") by and among School Specialty, Inc., the Company, and certain other Borrowers, each of the financial institutions from time to time a party thereto (collectively, the "ABL DIP Lenders"), and Wells Fargo Capital Finance LLC, as administrative agent and collateral agent (in such capacity, the "ABL DIP Agent") to provide for loans and other extensions of credit to be made to the Borrower in an aggregate principal amount of up to $175,000,000, which shall bear such interest, require the payment of such fees and have such other terms and conditions and be in such form as are approved or deemed necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval and determination; and it is further

RESOLVED, that the Company be, and it hereby is, authorized to enter into that certain Senior Secured Super-Priority Debtor In Possession Credit Agreement or one or more other agreements and any amendments thereto (the "Bayside DIP Credit Agreement" and collectively with the ABL DIP Credit Agreement, the "DIP Credit Agreements") by and among School Specialty, Inc., the Company, and certain other Borrowers, each of the financial institutions from time to time a party thereto (the "Bayside DIP Lenders" and, together with the ABL DIP Lenders, the "DIP Lenders"), and Bayside Finance LLC, as administrative agent and collateral agent (in such capacity, the "Bayside DIP Agent" and, together with the ABL DIP Agent, the "DIP Agents") to provide for loans and other extensions of credit to be made to the Borrowers in an aggregate principal amount of up to $50,000,000 which shall bear such interest, require the payment of such fees and have such other terms and conditions and be in such form as are approved or deemed necessary, appropriate or desirable by the officer executing the same, the execution thereof by any such officer to be conclusive evidence of such approval and determination; and it is further

RESOLVED, that the Company be, and it hereby is, authorized to secure the payment and performance of the obligations under the DIP Credit Agreements (the "DIP Obligations") by (i) pledging to the DIP Agents and the DIP Lenders or granting to the DIP Agents and the DIP Lenders a lien or mortgage on or security interest in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock of the Borrowers now owned or hereafter acquired by the Company, and (ii) entering into such security agreements, pledge agreements, intercreditor agreements, mortgages, control agreements, and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form and having such terms and conditions as are approved or deemed necessary, appropriate or desirable by the officer executing the same (collectively, the "Security Agreements"), the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that any of the Designated Officers of the Company be, and each of them individually hereby is, authorized, in the name and on behalf of the Company, to execute and deliver the DIP Credit Agreements, the Security Agreements, and any other agreements or amendments related thereto or required thereby, including any intercreditor agreement, containing such terms and conditions, setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters determined to be necessary, appropriate or desirable by the officer executing the same, (collectively, the "DIP Documents"), the execution thereof by such officer to be conclusive evidence of such determination, and to do all such other acts or deeds as are or as are deemed by such officer to be necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and the foregoing resolutions; and it is further

Asset Purchase Agreement

RESOLVED, that the Company be, and it hereby is, authorized to enter into the APA, pursuant to which the Sellers will sell substantially all of their assets to the Purchaser, subject to certain liabilities, terms and conditions, and subject to the Sellers receiving higher or better offers through a Bankruptcy Court-supervised auction process pursuant to section 363 of the Bankruptcy Code and in such form as are approved or deemed necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval and determination; and it is further

RESOLVED, that any of the Designated Officers of the Company be, and each of them individually hereby is, authorized, in the name and on behalf of the Company, to execute and deliver the APA and any other agreements or amendments related thereto or required thereby setting forth such rights and obligations and otherwise addressing or dealing with such subjects or matters determined to be necessary, appropriate or desirable by the officer executing the same, including in respect of the 363 auction process (collectively, the "Sale Documents" and, together with the DIP Documents, the "Principal Agreements"), the execution thereof by such officer to be conclusive evidence of such determination, and to do all such other acts or deeds as are or as are deemed by such officer to be necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and the foregoing resolutions; and it is further

General

RESOLVED, that the Company be, and it hereby is, authorized to perform fully its obligations under the Principal Agreements, and any such other agreements or amendments and to engage without limitation in such other transactions, arrangements or activities (collectively, the "Activities") as are reasonably related or incident to or which will serve to facilitate or enhance for the benefit of the Company and its affiliates the transactions contemplated by these resolutions, including without limitation any modification, extension or expansion (collectively, the "Changes") of any of the Activities or of any other transactions, arrangements or activities resulting from any of the Changes and to enter into such other agreements or understandings as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution and each of the foregoing resolutions; and it is further

RESOLVED, that all actions previously taken by any Member, officer, employee or agent of the Company in connection with or related to the matters set forth in or reasonably

contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

RESOLVED, that in connection with the transactions contemplated by the preceding resolutions, the Designated Officers of the Company be, and each of them individually hereby is, authorized, in the name and on behalf of the Company, to certify these resolutions and any more formal or detailed resolutions as such officer may deem necessary, appropriate or desirable to effectuate the intent of the foregoing resolutions; and that thereupon such resolutions shall be deemed adopted as and for the resolutions of the Sole Member as if set forth at length herein; and it is further

RESOLVED, that each and every officer of the Company be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to (a) take such further actions and execute and deliver such certificates, instruments, guaranties, notices and documents as may be required or as such officer may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like, and (b) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that all actions heretofore taken by any officer or Member of the Company in connection with the foregoing resolutions be, and they hereby are, confirmed, ratified and approved in all respects.

IN WITNESS WHEREOF, this Consent of the Sole Member of ClassroomDirect.com, LLC has been executed as of this 28 day of January, 2013.

MEMBER:

SCHOOL SPECIALTY, INC.

Michael P. Lavelle, President and CEO

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SCHOOL SPECIALTY, INC., *et al.*,	Case No 13-_____ (___)
Debtors.[1]	Joint Administration Requested

DEBTORS' CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO RULES 1007(a)(1) AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, School Specialty, Inc. (the "Company") affirms the following:

1. The Company owns either directly or indirectly, 100% of the outstanding equity interests in each of the other Debtors.

2. The following corporations hold 10% or more of the equity interests in the Company as set forth in the Equity List attached to the chapter 11 petition for the Company.

   i. MSD Capital, L.P. (15.0%)

   ii. Stadium Capital Management, LLC (11.8%)

[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.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SCHOOL SPECIALTY, INC., *et al.*,	Case No 13-_____ (__)
Debtors.[1]	Joint Administration Requested

DECLARATION CONCERNING DEBTORS' CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO RULES 1007(a)(1) AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE

I, Gerald T. Hughes, Chief Administrative Officer of School Specialty, Inc. one of the above captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Debtors' Consolidated Ownership Statement Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 28, 2013
New York, New York

SCHOOL SPECIALTY, INC.

Gerald T. Hughes
Chief Administrative Officer

[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.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: SCHOOL SPECIALTY, INC.. *et al.*,[1] Debtors.	Chapter 11 Case No. 13-_____(___) (Joint Administration Pending)

LIST OF EQUITY SECURITY HOLDERS FOR CLASSROOMDIRECT.COM, LLC

The following is a list of equity holders for ClassroomDirect.Com, LLC as of January 24, 2013, pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure.

Equity Security Holder	***Address***	***Percentage Interest***
School Specialty, Inc.	W6316 Design Drive Greenville, WI 54942	100%

[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: School Specialty, Inc. (1239), Bird-In-Hand Woodworks, Inc. (8811), Califone International, Inc. (3578), Childcraft Education Corp. (9818), ClassroomDirect.com, LLC (2425), Delta Education, LLC (8764), Frey Scientific, Inc. (3771), Premier Agendas, Inc. (1380), Sax Arts & Crafts, Inc. (6436), and Sportime, LLC (6939). The address of the Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: SCHOOL SPECIALTY, INC., *et al.*,[1] Debtors.	Chapter 11 Case No. 13-_____(___) (Joint Administration Pending)

DECLARATION CONCERNING EQUITY SECURITY HOLDERS
FOR CLASSROOMDIRECT.COM, LLC

I, Gerald T. Hughes, Chief Administrative Officer of School Specialty, Inc., one of the above-captioned debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *List of Equity Security Holders for ClassroomDirect.com, LLC* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 28, 2013
New York, New York

SCHOOL SPECIALTY, INC.

Gerald T. Hughes
Chief Administrative Officer

[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: School Specialty, Inc. (1239), Bird-In-Hand Woodworks, Inc. (8811), Califone International, Inc. (3578), Childcraft Education Corp. (9818), ClassroomDirect.com, LLC (2425), Delta Education, LLC (8764), Frey Scientific, Inc. (3771), Premier Agendas, Inc. (1380), Sax Arts & Crafts, Inc. (6436), and Sportime, LLC (6939). The address of the Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SCHOOL SPECIALTY, INC., *et al.*,	Case No. 13-_____ (___)
Debtors.[1]	Joint Administration Requested

LIST OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS

This list contains creditors holding the forty (40) largest unsecured claims (the "List of Creditors") against School Specialty, Inc. and its affiliated debtors and debtors in possession in the above captioned cases (each a "Debtor" and, collectively, the "Debtors") as of approximately January 24, 2013. This List of Creditors was prepared on a consolidated basis and is based upon the books and records of the Debtors. The information presented in this List of Creditors shall not constitute any admission by, nor is it binding on, the Debtors. The Debtors' rights with respect to all claims are hereby reserved.

This List of Creditors is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. This List of Creditors does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims.

Creditor	Contact, Address and Telephone Number	Amount of Claim	Nature of Liability	Contingent, Unliquidated or Disputed	Secured Status
Bank of New York Mellon Trust Company N.A.	Bank of New York Mellon Trust Company N.A. Attn: Corporate Trust Administrator - As Indenture Trustee 2 N. LaSalle Street, Suite 1020 Chicago, IL 60602 United States Phone: 312-827-8546	$157,500,000	Unsecured Debt		

[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.

Creditor	Contact, Address and Telephone Number	Amount of Claim	Nature of Liability	Contingent, Unliquidated or Disputed	Secured Status
A T Clayton & Co, Inc.	A T Clayton & Co, Inc. Attn: Mark J Vallely - Chief Executive Officer 300 Atlantic Street, 7th Fl Stamford, CT 06901-3513 United States Phone: 203-658-1200 Fax: 203-658-1201 Email: Mark.Vallely@atclayton.com	$ 4,303,534	Supplier		
Crayola LLC	Crayola LLC Attn: Mike Perry - Chief Executive Officer 1100 Church Ln Easton, PA 18044 United States Phone: 610-253-6271 Fax: 610-250-5768	$ 4,262,086	Supplier		
Quad/Graphics Inc.	Quad/Graphics Inc. Attn: Director or Officer - N61 W23044 HARRYS WAY Sussex, WI 53089 United States Phone: 888-782-3226 Fax: 414-566-4650	$ 3,106,668	Supplier		
Pacon Corporation	Pacon Corporation Attn: Jim Schmitz - Chief Executive Officer 2525 N. Casaloma Drive Appleton, WI 54913-8865 United States Phone: 800-333-2545 Fax: 800-332-5099	$ 1,293,512	Supplier		
Dixon Ticonderoga Company	Dixon Ticonderoga Company Attn: Tim Gomez - Chief Executive Officer 195 International Parkway Heathrow, FL 32746 United States Phone: 800-824-9430 Fax: 800-232-9396	$ 1,234,553	Supplier		
Sanford L.P.	Sanford L.P. Attn: Howard C Heckes - Chief Executive Officer 2707 Butterfield Road # 130 Oak Brook, IL 60523-1278 United States Phone: 630-481-2000 Fax: 630-481-2099	$ 992,835	Supplier		
S.P. Richards Company	S.P. Richards Company Attn: Wayne Beachman - Chief Executive Officer 6300 Highlands Pkwy Smyrna, GA 30082 United States Phone: 888-436-6881 Fax: 770-433-3590	$ 988,020	Supplier		

Creditor	Contact, Address and Telephone Number	Amount of Claim	Nature of Liability	Contingent, Unliquidated or Disputed	Secured Status
Morning Sound Industries Co., LTD	Morning Sound Industries Co., LTD Attn: Director or Officer - 423, Pao Tai Rd Chien Chen Dist Kaohsiung , 806 Taiwan Phone: 886-7-7615196 Fax: 886-7-7717661	$ 965,416	Foreign Supplier		
MooreCO, Inc.	MooreCO, Inc. Attn: Greg Moore - Chief Executive Officer 2885 Lorraine Avenue Temple, TX 76501 United States Phone: 800-749-2258 Fax: 800-697-6258	$ 774,688	Supplier		
3M	3M Attn: Inge G Thulin - Chief Executive Officer 3M Corporate Headquarters St Paul, MN 55144-1000 United States Phone: 888-364-3577 Fax: 651-575-1187	$ 720,855	Supplier		
American Art Clay Co, Inc.	American Art Clay Co, Inc. Attn: Bill Berry - President 6060 Guion Road Indianapolis, IN 46254 United States Phone: 317-244-6871 Fax: 317-248-9300	$ 713,162	Supplier		
Fleetwood Group Inc.	Fleetwood Group Inc. Attn: Doug Ruch - Chief Executive Officer 11832 James Street Holland, MI 49424 United States Phone: 616-396-1142 Fax: 616-820-8301	$ 642,367	Supplier		
Copernicus Educational Products	Copernicus Educational Products Attn: Director or Officer - 4210 Plain Center Ave NE Canton, OH 44714 United States Phone: 330-649-9390 Fax: 330-649-9392	$ 636,996	Supplier		
The Peabody Orlando	The Peabody Orlando Attn: Director or Officer - 9801 International Drive Orlando, FL 32819 United States Phone: 407-352-4000 Fax: 407-352-4131	$ 620,652	Supplier		
Elmers Products Inc.	Elmers Products Inc. Attn: Director or Officer - 1 Easton Oval Columbus, OH 43219 United States Phone: 614-985-2600 Fax: 614-985-2605	$ 579,790	Supplier		

Creditor	Contact, Address and Telephone Number	Amount of Claim	Nature of Liability	Contingent, Unliquidated or Disputed	Secured Status
UPS	UPS Attn: D. Scott Davis - Chief Executive Officer 55 Glenlake Parkway NE Atlanta, GA 30328 United States Phone: 404-828-6000 Fax: 404-828-7666	$ 516,426	Freight Carrier		
Sargent Art	Sargent Art Attn: Tom Hudak - Chief Executive Officer 100 East Diamond Avenue Hazleton, PA 18201 United States Phone: 800-424-3596 Fax: 570-459-1752	$ 474,867	Supplier		
Learning Resources Inc.	Learning Resources Inc. Attn: Etienne Veber - President & Chief Executive Officer 380 N. Fairway Drive Vernon Hills, IL 60061 United States Phone: 800-333-8281 Fax: 888-892-8731	$ 389,408	Supplier		
Sandusky Lee Corp	Sandusky Lee Corp Attn: Director or Officer - 75 Park Ave Littlestown, PA 17340 United States Phone: 800-233-7076 Fax: 717-359-4414	$ 385,565	Supplier		
Esselte Pendaflex Corp	Esselte Pendaflex Corp Attn: Gary G. Brooks - President & Chief Executive Officer 225 Broadhollow Road, Ste 300 Melville, NY 11747 United States Phone: 631-675-5700 Fax: 631-675-3456	$ 384,522	Supplier		
Roselle Paper Inc.	Roselle Paper Inc. Attn: Samuel Lefkovits - President 615 E 1st Avenue Roselle, NJ 07203-1562 United States Phone: 908-245-6758 Fax: 908-245-9434	$ 382,496	Supplier		
Logicalis, Inc.	Logicalis, Inc. Attn: Terry Flood - President 34505 W Twelve Mile Rd Farmington Hills, MI 48331-3259 United States Phone: 248-957-5600 Fax: 248-957-5601	$ 380,382	Information Technology		

Creditor	Contact, Address and Telephone Number	Amount of Claim	Nature of Liability	Contingent, Unliquidated or Disputed	Secured Status
CH Robinson	CH Robinson Attn: John P. Wiehoff - President & Chief Executive Officer 14701 Charlson Road Eden Prairie, MN 55347 United States Phone: 855-229-6128 Fax: 952-683-2800	$ 372,896	Freight Carrier		
National Public Seating Corp	National Public Seating Corp Attn: Barry Stauber - President 149 Entin Road Clifton, NJ 07014 United States Phone: 800-261-4112 Fax: 973-594-1500	$ 357,372	Supplier		
Pan Pacific Sourcing LLC	Pan Pacific Sourcing LLC Attn: Brian McKay - Officer 481 Great Plain Avenue Needham, MA 02492-3728 United States Phone: 781-444-2180 Fax: 781-444-3668 Email: brianm@panpacificsourcing.com	$ 335,935	Supplier		
KC Bin And Equipment	KC Bin And Equipment Attn: Director or Officer - Vaughn Storage Systems 6704 W 19th St Lubbock, TX 79407 United States Phone: 806-792-3562 Fax: 806-792-0281	$ 328,830	Supplier		
Interior Concepts Corp	Interior Concepts Corp Attn: Director or Officer - 18525 Trimble Court Spring Lake, MI 49456 United States Phone: 800-678-5550 Fax: 616-842-7122	$ 311,953	Supplier		
Daklin Electronics Co., Ltd.	Daklin Electronics Co., Ltd. Attn: Director or Officer - Unit D, 1/F., Valiant Industrial Centre 2-12 Au Pui Wan Street Fotan, Shatin Hong Kong Phone: (852) 2697 7925 Fax: (852) 2694 9391	$ 304,059	Foreign Supplier		
WB Manufacturing	WB Manufacturing Attn: Steve Burgess - President 507 E Grant Street Thorp, WI 54771-9662 United States Phone: 800-242-2303 Fax: 715-669-5929	$ 295,593	Supplier		

Creditor	Contact, Address and Telephone Number	Amount of Claim	Nature of Liability	Contingent, Unliquidated or Disputed	Secured Status
Bretford Mfg	Bretford Mfg Attn: Chris Petrick - Chief Executive Officer 11000 Seymour Avenue Franklin Park, IL 60131 United States Phone: 847-678-2545 Fax: 847-678-0852	$ 258,422	Supplier		
Artco-Bell Corp	Artco-Bell Corp Attn: Bob Bishop - Chief Executive Officer 1302 Industrial Boulevard Temple, TX 76504 United States Phone: 254-778-1811 Fax: 254-778-1431	$ 257,136	Supplier		
Carpets For Kids Inc.	Carpets For Kids Inc. Attn: Jeff Fagen - Owner 115 S.E. 9th Ave. Portland, OR 97214 United States Phone: 503-232-1203 Fax: 503-232-1394	$ 255,135	Supplier		
Acco Brands USA LLC	Acco Brands USA LLC Attn: Director or Officer - 300 Tower Parkway Lincolnshire, IL 60069-3665 United States Phone: 847-222-6462 Fax: 847-484-4497	$ 253,101	Supplier		
Balls R Us Co LTD	Balls R Us Co LTD Attn: Mr. Chia-Liang Chen - General Manager No 3/6 Moo 9 Phuthamonthon 7 Rd Tatalard, Sampran Nakornpathom, 73110 Thailand Phone: +66 34 323 478-9 Fax: +66 34 322 567	$ 241,329	Foreign Supplier		
Jack Richeson And Co Inc.	Jack Richeson And Co Inc. Attn: Jack Richeson - Owner 557 Marcella Street Kimberly, WI 54136 United States Phone: 920-738-0744 Fax: 920-738-9156	$ 230,693	Supplier		
American Paper Converters Inc.	American Paper Converters Inc. Attn: Director or Officer - 570 Bondow Dr Neenah, WI 54956 United States Phone: 920-729-5655 Fax: 920-729-1992	$ 227,419	Supplier		
Lyve Media LLC	Lyve Media LLC Attn: Director or Officer - 15 Locust Street, Suite 5 Haverhill, MA 01830-7015 United States Phone: 978-987-0595 Email: info@lyvemedia.com	$ 220,724	Supplier		

Creditor	Contact, Address and Telephone Number	Amount of Claim	Nature of Liability	Contingent, Unliquidated or Disputed	Secured Status
Texas Instruments Inc.	Texas Instruments Inc. Attn: Richard K. Templeton - President & Chief Executive Officer 12500 Ti Boulevard Dallas, TX 75243-0592 United States Phone: 972-995-3773 Fax: 972-995-4360	$ 219,899	Supplier		
Melissa And Doug LLC	Melissa And Doug LLC Attn: Director or Officer - 141 Danbury Rd Wilton, CT 06897 United States Phone: 800-284-3948 Fax: 888-441-8883	$ 209,683	Supplier		

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SCHOOL SPECIALTY, INC., *et al.*,[1]	Case No. 13-_____(___)
Debtors.	(Joint Administration Pending)

DECLARATION CONCERNING THE DEBTORS' CONSOLIDATED LIST OF CREDITORS HOLDING THE 40 LARGEST UNSECURED CLAIMS

I, Gerald T. Hughes, Chief Administrative Officer of School Specialty, Inc., one of the above captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Consolidated List of Creditors Holding 40 Largest Unsecured Claims* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: January 28, 2013
New York, New York

SCHOOL SPECIALTY, INC.

Gerald T. Hughes
Chief Administrative Officer

[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: School Specialty, Inc. (1239), Bird-In-Hand Woodworks, Inc. (8811), Califone International, Inc. (3578), Childcraft Education Corp. (9818), ClassroomDirect.com, LLC (2425), Delta Education, LLC (8764), Frey Scientific, Inc. (3771), Premier Agendas, Inc. (1380), Sax Arts & Crafts, Inc. (6436), and Sportime, LLC (6939). The address of the Debtors' corporate headquarters is W6316 Design Drive, Greenville, Wisconsin 54942.