UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SCHOOL SPECIALITY, INC. *et al.*,[1]	Case No. 13-10125 (KJC)
Debtors.	Jointly Administered

NOTICE OF DEMAND FOR RECLAMATION OF AMERICAN ART CLAY CO., INC.

American Art Clay Co., Inc. ("AMACO"), by and through its undersigned counsel, hereby files this Notice of Demand for Reclamation (the "Notice") and respectfully states as follows:

1. On January 28, 2013 (the "Petition Date"), the above-referenced debtors and debtors-in-possession (the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (the "Bankruptcy Code").

2. AMACO sold certain goods (the "Goods") to the Debtors on credit and in the ordinary course of business, which Goods were received by the Debtors within forty-five (45) days preceding the Petition Date. The Goods are more particularly described in Exhibit 1 attached hereto. And, upon information and belief, the Debtors were insolvent when the Goods were sold and received.

3. Pursuant to the February 12, 2013 letter attached hereto as Exhibit 1, AMACO is asserting its reclamation demand under Section 546(c) of the Bankruptcy Code, Section 2-702 of

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[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), ClassrooDirect.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.

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the Uniform Commercial Code, and/or other applicable law.[2] Twenty (20) days have not elapsed since the Petition Date.

WHEREFORE, having satisfied the requirements of Section 546(c) of the Bankruptcy Code, AMACO demands reclamation of the Goods, and such other and further relief this Court deems just and proper.

Dated: February 15, 2013

BARNES & THORNBURG LLP

/s/ Kevin G. Collins

David M. Powlen (No. 4978)
Mark R. Owens (No. 4364)
Kevin G. Collins (No. 5149)
1000 N. West Street, Suite 1500
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Counsel for American Art Clay Co., Inc.

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[2] As indicated in the February 12, 2013 letter, the reclamation demand was sent to the eight (8) addressees via Federal Express. According to Federal Express delivery confirmation e-mails, as of Noon on February 15, 2013, six (6) of the eight (8) reclamation demands were delivered on February 15, 2013.

EXHIBIT 1



AMERICAN ART CLAY CO., INC.

Manufacturers Since 1919

February 12, 2013

VIA FEDERAL EXPRESS

School Specialty, Inc.
c/o The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, Delaware 19801

School Specialty, Inc.
c/o CT Corporation System
8040 Excelsior Dr., Ste. 200
Madison, Wisconsin 53717

School Specialty, Inc.
Attn: Officer, Managing or General Agent or any other agent authorized by law to receive service of process
W6316 Design Drive
Greenville, Wisconsin 54942

School Specialty, Inc.
Attn: Sally Hoyman
W6316 Design Drive
Greenville, Wisconsin 54942

School Specialty, Inc.
Attn: Kevin Baehler, Senior Vice President, Corporate Controller
W6316 Design Drive
Greenville, Wisconsin 54942

School Specialty, Inc.
Attn: David N. Vander Ploeg, Chief Financial Officer
W6316 Design Drive
Greenville, Wisconsin 54942

Pauline K. Morgan, Esq.
Maris J. Kandestin, Esq.
Morgan L. Seward, Esq.
Young Conaway Stargatt & Taylor, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801

Alan W. Kornberg, Esq.
Jeffrey D. Saferstein, Esq.
Lauren Shumejda, Esq.
Elizabeth R. McColm, Esq.
Margret A. Phillips, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison, LLP
1285 Avenue of the Americas
New York, New York 10019

RE: Reclamation Claim Demand of American Art Clay Co., Inc.

Dear School Specialty, Inc.:

It has come to American Art Clay Co., Inc.'s ("AMACO") attention that School Specialty, Inc. and various subsidiaries and affiliates (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 *et*

seq. on January 28, 2013 (the "Petition Date") in the United States Bankruptcy Court for the District of Delaware.

Pursuant to 11 U.S.C. § 546(c), Section 2-702 of the Uniform Commercial Code, and/or other applicable law, demand is hereby made by AMACO for the return of the goods (collectively, the "Goods") identified on the invoices summarized in the table attached hereto as **Exhibit A**. Copies of the detailed invoices, bills of lading and proof of delivery for the Goods are attached hereto as **Exhibit B**.

The Goods were sold by AMACO to the Debtors on credit in the ordinary course of business and received by the Debtors within the forty-five (45) days preceding the Petition Date, at a time when the Debtors were insolvent and twenty (20) days have not elapsed since the Petition Date. This letter serves as notice to the Debtors that AMACO hereby asserts its demand to reclaim the aforementioned Goods, or in the alternative, for adequate protection and assurance of future performance, such as a letter of credit. AMACO also demands (i) a full accounting and inventory of the Goods and (ii) that the Goods be segregated from all other property in the Debtors' possession.

AMACO reserves and preserves all of its rights to an administrative expense claim under 11 U.S.C. § 503(b)(9) for the value of all goods received by the Debtors within the twenty (20) days preceding the Petition Date.

Please note this letter does not represent the total claim value of our business accounts and all of AMACO's rights, interests, claims and defenses, such as setoff and recoupment, are reserved and preserved. Further, AMACO reserves and preserves its rights to amend or supplement this reclamation demand.

Sincerely,

William Berry

William Berry
President & COO

Enclosur

EXHIBIT "A"

CUST #	CUSTOMER NAME	INV #	INV DATE	PO #	$ AMT	INVOICE COPY	PO COPY	BOL	POD	SHIPPING METHOD
2001980	SCHOOL SPECIALTY	1867853	12/14/2012	2495068	$ 898.80	X	X	X	X	VITRAN 00494097892
2001980	SCHOOL SPECIALTY	1868608	12/14/2012	2501319	$ 1,498.00	X	X	X	X	VITRAN 00494097892
2001980	SCHOOL SPECIALTY	1868764	12/17/2012	2502014	$ 125.40	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1869515	12/17/2012	2509611	$ 35.40	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1869516	12/17/2012	2510505	$ 35.40	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1869749	12/17/2012	2512452	$ 87.75	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1869656	12/18/2012	2511837	$ 79.20	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1869657	12/18/2012	2512136	$ 35.40	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1866635	12/19/2012	2473461	$ 514.20	X	X	X	X	VITRAN 00494098049
2001980	SCHOOL SPECIALTY	1866819	12/19/2012	2469142	$ 89.76	X	X	X	X	DHORN 3101204864
2001980	SCHOOL SPECIALTY	1866820	12/19/2012	2477659	$ 74.70	X	X	X	X	DHORN 3101204864
2001980	SCHOOL SPECIALTY	1867579	12/19/2012	2481668	$ 288.54	X	X	X	X	VITRAN 00494098049
2001980	SCHOOL SPECIALTY	1867856	12/19/2012	2495090	$ 413.62	X	X	X	X	UPS FRT 681 229 776
2001980	SCHOOL SPECIALTY	1868023	12/19/2012	2496311	$ 114.00	X	X	X	X	UPS FRT 681 229 776
2001980	SCHOOL SPECIALTY	1868024	12/19/2012	2496312	$ 834.24	X	X	X	X	UPS FRT 681 229 776
2001980	SCHOOL SPECIALTY	1868090	12/19/2012	2487428	$ 793.50	X	X	X	X	DHORN 3101204864
2001980	SCHOOL SPECIALTY	1868232	12/19/2012	2498952	$ 692.25	X	X	X	X	UPS FRT 681 229 765
2001980	SCHOOL SPECIALTY	1868331	12/19/2012	2495052	$ 202.16	X	X	X	X	DHORN 3101204864
2001980	SCHOOL SPECIALTY	1868605	12/19/2012	2501069	$ 342.00	X	X	X	X	UPS FRT 681 229 776
2001980	SCHOOL SPECIALTY	1868609	12/19/2012	2501320	$ 3,599.42	X	X	X	X	VITRAN 00494098049
2001980	SCHOOL SPECIALTY	1868611	12/19/2012	2501333	$ 2,085.60	X	X	X	X	LOAD 120875713 ROADREADY TRANSFER SERVICE
2001980	SCHOOL SPECIALTY	1868765	12/19/2012	2502179	$ 435.50	X	X	X	X	UPS FRT 681 229 791
2001980	SCHOOL SPECIALTY	1869019	12/19/2012	2504994	$ 3,840.56	X	X	X	X	DHORN 3101204864
2001980	SCHOOL SPECIALTY	1869020	12/19/2012	2504995	$ 3,989.04	X	X	X	X	LOAD 120875713 ROADREADY TRANSFER SERVICE
2001980	SCHOOL SPECIALTY	1869022	12/19/2012	2505009	$ 2,151.00	X	X	X	X	VITRAN 00494098049
2001980	SCHOOL SPECIALTY	1869023	12/19/2012	2505020	$ 3,854.23	X	X	X	X	YRC 324-223475-1
2001980	SCHOOL SPECIALTY	1869024	12/19/2012	2505031	$ 785.02	X	X	X	X	UPS FRT 681 229 776
2001980	SCHOOL SPECIALTY	1869026	12/19/2012	2505044	$ 2,424.96	X	X	X	X	VITRAN 00494098031
2001980	SCHOOL SPECIALTY	1869247	12/19/2012	2507472	$ 436.80	X	X	X	X	DHORN 3101204864
2001980	SCHOOL SPECIALTY	1869248	12/19/2012	2507489	$ 879.50	X	X	X	X	YRC 324-223475-1
2001980	SCHOOL SPECIALTY	1870133	12/19/2012	2516249	$ 70.80	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1869025	12/21/2012	2505043	$ 167.40	X	X	X	X	UPS FRT 681 229 861
2001980	SCHOOL SPECIALTY	1869250	12/21/2012	2507493	$ 622.34	X	X	X	X	UPS FRT 681 229 861
2001980	SCHOOL SPECIALTY	1869429	12/21/2012	2509331	$ 197.50	X	X	X	X	SAIA 00727006710 1
2001980	SCHOOL SPECIALTY	1869756	12/21/2012	2512874	$ 956.00	X	X	X	X	UPS FRT 681 229 850
2001980	SCHOOL SPECIALTY	1869757	12/21/2012	2512875	$ 299.62	X	X	X	X	UPS FRT 681 229 850
2001980	SCHOOL SPECIALTY	1869758	12/21/2012	2512885	$ 597.74	X	X	X	X	UPS FRT 681 229 861
2001980	SCHOOL SPECIALTY	1869246	12/27/2012	2507364	$ 435.50	X	X	X	X	UPS FRT 681 229 905
2001980	SCHOOL SPECIALTY	1869655	12/27/2012	2511833	$ 876.85	X	X	X	X	UPS FRT 681 229 894
2001980	SCHOOL SPECIALTY	1870034	12/27/2012	2515363	$ 402.90	X	X	X	X	SAIA 00727006750 5
2001980	SCHOOL SPECIALTY	1870222	12/27/2012	2517332	$ 212.40	X	X		X	UPS GROUND
2001980	SCHOOL SPECIALTY	1868719	12/28/2012	2495067	$ 406.80	X	X	X	X	VITRAN 00494098072
2001980	SCHOOL SPECIALTY	1869021	12/28/2012	2505008	$ 3,828.96	X	X	X	X	VITRAN 00494098072
2001980	SCHOOL SPECIALTY	1869427	12/28/2012	2509120	$ 197.50	X	X	X	X	UPS FRT 681 229 846
2001980	SCHOOL SPECIALTY	1869430	12/28/2012	2509416	$ 435.50	X	X	X	X	UPS FRT 681 229 916
2001980	SCHOOL SPECIALTY	1869750	12/28/2012	2512817	$ 2,957.95	X	X	X	X	DOHRN 3101204873
2001980	SCHOOL SPECIALTY	1869751	12/28/2012	2512818	$ 840.72	X	X	X	X	DOHRN 3101204873
2001980	SCHOOL SPECIALTY	1869753	12/28/2012	2512835	$ 2,367.74	X	X	X	X	VITRAN 00494098072
2001980	SCHOOL SPECIALTY	1865746	12/31/2012	2442431	$ 269.93	X	X	X	X	SAIA 00727006770 0
2001980	SCHOOL SPECIALTY	1868720	12/31/2012	2495085	$ 23.95	X	X	X	X	SAIA 00727006770 0
2001980	SCHOOL SPECIALTY	1869594	12/31/2012	2496306	$ 48.00	X	X	X	X	SAIA 00727006770 0
2001980	SCHOOL SPECIALTY	1869752	12/31/2012	2512834	$ 994.80	X	X	X	X	VITRAN 00494098122
2001980	SCHOOL SPECIALTY	1869755	12/31/2012	2512859	$ 3,443.61	X	X	X	X	SAIA 00727006770 0
2001980	SCHOOL SPECIALTY	1870033	12/31/2012	2515356	$ 887.77	X	X	X	X	VITRAN 00494098122
2001980	SCHOOL SPECIALTY	1870221	12/31/2012	2517180	$ 9.57	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1870357	12/31/2012	2518194	$ 106.20	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1869249	1/9/2013	2507490	$ 3,233.28	X	X	X	X	LOAD 121656094 POUNDS TRANSPORTATION
2001980	SCHOOL SPECIALTY	1869754	1/9/2013	2512858	$ 1,498.00	X	X	X	X	LOAD 121656094 POUNDS TRANSPORTATION
2001980	SCHOOL SPECIALTY	1869910	1/9/2013	2513929	$ 435.50	X	X	X	X	DOHRN 3101204891
2001980	SCHOOL SPECIALTY	1870845	1/9/2013	2521129	$ 5.97	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1870846	1/10/2013	2521714	$ 35.40	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1871065	1/10/2013	2523716	$ 35.40	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1870997	1/11/2013	2522953	$ 212.40	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1871259	1/11/2013	2526339	$ 55.20	x	X		x	UPS GROUND
2001980	SCHOOL SPECIALTY	1871254	1/16/2013	2525515	$ 1,162.00	X	X	X	X	SAIA 00727006860 2
					$ 59,967.15					

EXHIBIT "B"

Exhibit "B" contains detailed invoices, bills of lading and proof of delivery and is voluminous. Copies of Exhibit "B" are available upon request.