UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
SCHOOL SPECIALTY, INC., *et al.*,[1]	Case No. 13-10125 (KJC)
Debtors.	Jointly Administered
	Objection Deadline: N/A **Hearing Date: N/A**

MOTION OF DEBTORS FOR ENTRY OF AN ORDER SHORTENING NOTICE AND OBJECTION PERIODS WITH RESPECT TO DISCLOSURE STATEMENT

School Specialty, Inc. and its affiliated debtors and debtors-in-possession (each a "Debtor," and collectively, the "Debtors") hereby move (the "Motion to Shorten"), for entry of an order in substantially the form attached hereto as Exhibit A (the "Proposed Order"), pursuant to section 105 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2002 and 9006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rules 3017-1 and 9006-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules") shortening the notice of the hearing on, and objection period with respect to, the Debtors' Disclosure Statement (as defined below).[2] In support of this Motion to Shorten, the Debtors respectfully represent as follows:

[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] The Debtors anticipate filing the Plan and Disclosure Statement on or before March 19, 2013.

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Jurisdiction

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated as of February 29, 2012. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are section 105 of the Bankruptcy Code, Bankruptcy Rules 2002 and 9006, and Local Rules 3017-1 and 9006-1.

Background

3. On January 28, 2013 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code thereby commencing the instant Chapter 11 Cases. The Debtors continue to manage and operate their businesses as debtors-in-possession under sections 1107 and 1108 of the Bankruptcy Code. These Chapter 11 Cases are being jointly administered for procedural purposes only.

4. On February 5, 2013, the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors [Docket No. 110] (the "Initial Creditors' Committee"). On February 27, 2013, the U.S. Trustee reconstituted the Initial Creditors' Committee [Docket No. 330] (the "Creditors' Committee"). No trustee or examiner has been appointed in the Chapter 11 Cases.

5. Information regarding the Debtors' businesses, their capital and debt structure, and the events leading to the filing of the Chapter 11 Cases is contained in the *Declaration of Gerald T. Hughes in Support of Chapter 11 Petitions and First Day Relief* [Docket No. 2] (the "First Day Declaration").

6. On February 25, 2013, the Debtors filed the *Debtors' Emergency Motion for Interim and Final Orders (A) Authorizing (I) Replacement Postpetition Secured Financing Pursuant to 11 U.S.C. §§ 105(a), 362, 363(b), 364(c)(1), 364(c)(3), 364(d)(1), 365(e) and 507, (II) Grant of Certain Equal and Ratable Liens and Superpriority Claims to the Ad Hoc DIP Lenders, and (III) Repayment of Existing Postpetition Financing and Prepetition Secured Financing Pursuant to 11 U.S.C. § 363(b); (B) Granting Certain Protective Relief With Regard to the Commitment Letter Relating to the Ad Hoc DIP Facility, and (C) Scheduling a Final Hearing* [Docket No. 271] (the "Ad Hoc DIP Motion"),[3] and the Court conducted a hearing to consider interim approval of the Ad Hoc DIP Motion on that same day (the "February 25 Hearing").

7. On February 26, 2013, the Court entered an order approving the Ad Hoc DIP Motion on an interim basis [Docket No. 300] (the "Interim Ad Hoc DIP Order"). A hearing to consider approval of the Ad Hoc DIP Motion on a final basis is scheduled for March 15, 2013.

8. Pursuant to section 5.18 of the Ad Hoc DIP Agreement, the Debtors intend to file a proposed plan (the "Plan"), related disclosure statement ("Disclosure Statement"), and a motion seeking approval of the disclosure statement and related solicitation procedures (the "Disclosure Statement Motion") on or before March 19, 2013.

Relief Requested

9. Under the Ad Hoc DIP Agreement, the Debtors must, among other things, (a) file the Plan and Disclosure Statement on or before March 19, 2013; (b) obtain approval of the Disclosure Statement on or before April 11, 2013; (c) solicit votes to accept or reject the Plan by April 15, 2013; and (d) obtain a hearing to consider confirmation of the Plan on or before

[3] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Ad Hoc DIP Motion.

May 15, 2013.[4] The Debtors have reserved time before the Court for a hearing to consider approval of the adequacy of the Disclosure Statement on April 11, 2013 at 10:00 a.m. (the "Disclosure Statement Hearing") and for a hearing to consider confirmation of the Plan on May 13, 2013 at 10:00 a.m. (the "Confirmation Hearing"). In light of these dates and milestones, the Debtors will be unable to meet certain notice periods and other deadlines set forth in the Bankruptcy Rules and Local Rules.

10. Accordingly, by this Motion to Shorten, the Debtors seek entry of an order, pursuant to section 105 of the Bankruptcy Code, Bankruptcy Rules 2002 and 9006, and Local Rules 3017-1 and 9006-1, shortening the notice of the hearing on, and the objection period with respect to, the Disclosure Statement. More specifically, the Debtors seek authority to provide notice of the Disclosure Statement Hearing and to establish the deadline for objecting to the Disclosure Statement, pursuant to the following schedule:

EVENT	DATE/DEADLINE
Notice of Disclosure Statement Hearing Provided	March 20, 2013
Deadline to Object to Disclosure Statement	April 8, 2013 at 4:00 p.m.
Disclosure Statement Hearing	April 11, 2013 at 10:00 a.m.

Basis for Relief Requested

11. Bankruptcy Rule 2002(b) provides that a debtor shall give "all creditors . . . not less than 28 days' notice by mail of . . . the time fixed . . . for filing objections and the hearing to consider approval of a disclosure statement . . ." Fed. R. Bankr. P. 2002(b). In addition, Local Rule 3017-1 states, in relevant part, that the hearing to consider approval of a disclosure statement "shall be at least thirty-five (35) days following service of the disclosure statement and the objection deadline shall be at least twenty-eight (28) days from service of the

[4] The Ad Hoc DIP Agreement provides for a dual-track plan, with one track focused on the reorganization of the Debtors' estates, and the other track focused on the sale of substantially all of the Debtors' assets through the plan. The sale-related dates and deadlines under the Ad Hoc DIP Agreement are not the focus of this Motion to Shorten.

disclosure statement. Del. Bankr. L.R. 3017-1(a). Local Rule 9006-1(c) further requires that the objection deadline set for a motion be no later than 7 days before the scheduled hearing date. Del. Bankr. L.R. 9006-1(e).

12. However, Local Rule 9006-1(e) authorizes the Court to schedule a motion for hearing on less notice than is required by the Local Rules or the Bankruptcy Rules on "written motion specifying the exigencies justifying shortened notice." Del. Bankr. L.R. 9006-1(e). Further, Bankruptcy Rule 9006(c) provides that the Court "may in its discretion with or without motion or notice" authorize the reduction of the notice requirements of Bankruptcy Rule 2002(b). The Debtors respectfully submit that the relief requested herein is necessary and appropriate under the circumstances.

13. As noted above, the Ad Hoc DIP Facility contains certain milestones that make it impossible to meet the requirements of Bankruptcy Rule 2002(b) and Local Rule 3017-1 with respect to notice of the Disclosure Statement Hearing and the objection periods with respect to the Disclosure Statement. Thus, the Debtors are seeking authority to provide 22 days' notice of the Disclosure Statement Hearing and to set the deadline to object to the Disclosure Statement as 19 days from the service of the notice of the Disclosure Statement Hearing.

14. As noted in the First Day Declaration, the Debtors' business is seasonal. The milestones set forth in the Ad Hoc DIP Agreement were designed, in part, to ensure that the Debtors exit chapter 11 prior to the commencement of their busiest season -- May through October – when orders are placed and delivered in anticipation of the start of the new school year. Exiting chapter 11 prior to their busiest season will help the Debtors to maintain vital vendor and customer relationships during a time when the Debtors earn the majority of their annual revenues.

15. Further, at the February 25 Hearing, the Court was made aware of the milestones set forth in the Ad Hoc DIP Facility and the timing challenges such milestones would present, and indicated a willingness to grant relief necessary for the Debtors to meet the milestones set forth in the Ad Hoc DIP Facility. See Feb. 25, 2013 Transcript: TR:55.

16. The Debtors intend to serve notice of the Disclosure Statement Hearing reflecting certain of the dates and deadlines outlined above by no later than the day after the filing of the Disclosure Statement. This service will be performed on the creditor matrix, at great expense to the Debtors' estates. As such, the Debtors request expedited approval of the dates and deadlines set forth above prior to undertaking service of notice of the Disclosure Statement Hearing.

12. In light of the foregoing, the Debtors submit that shortening the notice and objection periods detailed above is both reasonable and necessary under the circumstances and will not unfairly prejudice any party-in-interest.

Notice

Notice of this Motion has been or will be provided to: (i) the United States Trustee; (ii) counsel to the agent under the Debtors' ABL Agreement; (iii) counsel for the agent under the Debtors' ABL Debtor-in-Possession Agreement; (iv) counsel for the agent under the Ad Hoc DIP Facility; (v) the indenture trustee for the Debtors' convertible debentures; (vi) counsel for the Creditors' Committee; and (vii) all parties that have filed a notice of appearance in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

WHEREFORE, the Debtors respectfully request entry of the Proposed Order granting the Motion and such other and further relief as may be just and proper.

Dated: March 13, 2013
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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Exhibit A

Proposed Order

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 No. ___**

ORDER SHORTENING NOTICE AND OBJECTION PERIODS
WITH RESPECT TO DISCLOSURE STATEMENT

Upon the motion (the "Motion to Shorten")[2] of School Specialty, Inc. and its affiliated debtors and debtors-in-possession in the above-captioned cases (each a "Debtor," and collectively, the "Debtors"), for entry of an order pursuant to section 105 of the Bankruptcy Code, Bankruptcy Rules 2002 and 9006, and Local Rules 3017-1 and 9006-1 shortening the notice of the hearing on, and the objection period with respect to, the Disclosure Statement; and the Court having jurisdiction to consider the Motion to Shorten and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated as of February 29, 2012; and consideration of the Motion to Shorten and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion to Shorten having been provided under the

[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 capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion to Shorten.

circumstances; and the Court having reviewed the Motion to Shorten and determined that the legal and factual bases set forth in the Motion to Shorten establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and after due deliberation, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion to Shorten is GRANTED, as set forth herein.

2. The Debtors are authorized to provide notice of the Disclosure Statement Hearing and the deadline for objecting to the Disclosure Statement according to the following schedule:

EVENT	DATE/DEADLINE
Notice of Disclosure Statement Hearing Provided	March 20, 2013
Deadline to Object to Disclosure Statement	April 8, 2013 at 4:00 p.m.

3. This Court shall retain jurisdiction over any and all matters arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2013
Wilmington, Delaware

_____
THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE